



CITY OF LODI

COUNCIL COMMUNICATION

AGENDA TITLE: Discussion Regarding Boosters of Boys and Girls Sports (B.O.B.S.)

MEETING DATE: November 10, 2003

PREPARED BY: Deputy City Manager

RECOMMENDED ACTION: That the City Council Members and Parks and Recreation Commissioners discuss the Boosters of Boys and Girls Sports (B.O.B.S.) organization.

BACKGROUND INFORMATION: At the request of Mayor Hitchcock, this joint meeting with the City Council and the Parks and Recreation Commission is scheduled to allow the two entities to discuss the B.O.B.S. organization during a public session. The Mayor has suggested that legal, structural, and programmatic aspects of the B.O.B.S. be the focus of the meeting while allowing members of the public to comment as well.

Attached for Council Members' and Commissioners' information are the following documents:

1. Exhibit A: 1993 Addendum To Agreement Between the B.O.B.S. and the City of Lodi
2. Exhibit B: 1987 Agreement Between the B.O.B.S. and the City of Lodi
3. Exhibit C: 1999 Restated Bylaws of the B.O.B.S.
4. Exhibit D: 1987 Bylaws of the B.O.B.S.
5. Exhibit E: 2003 Concession Operations Agreement Between the B.O.B.S. and the City of Lodi
6. Exhibit F: Boosters of Boys/Girls Sports Organization Description
7. Exhibit G: 1992 Purpose of the B.O.B.S.
8. Exhibit H: 1998 B.O.B.S. Organization Chart
9. Exhibit I: 1992 B.O.B.S. Organization Chart
10. Exhibit J: April 28, 1998 Memorandum from City Attorney Randy Hays to Mayor Jack A. Sieglöck. Subject: Commission/Committee Report

FUNDING: Not Applicable

Respectfully submitted,


Janet S. Keeter
Deputy City Manager

Attachments

APPROVED: _____


H. Dixon Flynn -- City Manager

RESOLUTION NO. 93-17
=====

A RESOLUTION OF THE LODI CITY COUNCIL
APPROVING AN ADDENDUM TO AN AGREEMENT BETWEEN THE BOOSTERS OF BOYS
AND GIRLS SPORTS (BOBS) AND THE CITY OF LODI WHICH CLARIFIES THE
RELATIONSHIP BETWEEN PART-TIME BOBS EMPLOYEES AND THE CITY OF LODI

=====

RESOLVED, that the Lodi City Council hereby approves an addendum to the February 4, 1987 agreement between the Boosters of Boys and Girls Sports and the City of Lodi on file in the Office of the City Clerk, which addendum clarifies the relationship of part-time BOBS employees and the City of Lodi; and

FURTHER RESOLVED, the City Manager and City Clerk are hereby authorized to execute the addendum to agreement on behalf of the City.

Dated: January 20, 1993


=====

I hereby certify that Resolution No. 93-17 was passed and adopted by the Lodi City Council in a regular meeting held January 20, 1993 by the following vote:

Ayes: Council Members - Mann, Sieglock, Snider, Pennino
(Mayor)

Noes: Council Members - Davenport

Absent: Council Members - None


Jennifer Perrin
City Clerk

ADDENDUM TO AGREEMENT
(BOOSTERS OF BOYS AND GIRLS SPORTS (BOBS) AND CITY OF LODI)

=====

THIS ADDENDUM, entered into this 20th day of January, 1993, by and between the BOOSTERS OF BOYS AND GIRLS SPORTS (BOBS) and the CITY OF LODI, a municipal corporation ("City") shall be as follows:

WHEREAS, on February 4, 1987, the parties hereto entered into an agreement for the purpose of creating and defining a relationship under which the parties would cooperate on certain Parks and Recreation programs; and

WHEREAS, under the aforementioned agreement, BOBS has the right to operate food and beverage concessions at certain City facilities; and

WHEREAS, it now appears necessary and desirable to clearly delineate the status of and procedures for the hiring, dismissal and supervision of employees operating such concessions, NOW THEREFORE

W I T N E S S E T H:

That agreement entered into on February 4, 1987 between the parties hereto is amended by adding the following provisions:

1. All employees hired to staff the concessions at those City facilities where BOBS operates such concessions shall be deemed part-time employees of the City of Lodi. This shall not include BOBS volunteer coordinators.
2. Such employees shall have the same rights and privileges, and shall be subject to the same provisions as other City employees in matters of hiring, dismissal and promotion.

3. City shall issue all payroll checks for such part-time employees and shall thereafter be reimbursed by BOBS for the full amount of salaries and benefits paid, plus five percent (5%) of gross salary as an administrative fee. Such reimbursement shall be due and payable upon invoice.
4. All other terms and conditions of the agreement dated February 4, 1987 shall remain in full force and effect.

IT IS SO AGREED.

CITY OF LODI,
a municipal corporation

BOOSTERS OF BOYS AND GIRLS SPORTS
(BOBS)


THOMAS A. PETERSON
City Manager

By


President

ATTEST:


JENNIFER M. PERRIN
City Clerk

Approved As To Form:


BOBBY W. McNATT
City Attorney

AGR8GC.2/TXTA.01V

AGREEMENT

THIS AGREEMENT entered into this 4th day of February, 1987, by and between CITY OF LODI, a Municipal Corporation, hereinafter called "CITY", and BOOSTERS OF BOYS/GIRLS SPORTS, hereinafter called "BOBS";

It is the purpose and intent of this Agreement to reduce to writing the working relationship that has in the past and will continue in the future to exist between CITY and BOBS in the conduct of the operation of the Lodi Recreation & Parks recreation program for the use and citizens of the City of Lodi.

CITY acknowledges and understands that BOBS is a non-profit corporation composed of volunteer citizens residing in the Lodi area. CITY further acknowledges that it is aware of the purposes set forth in Article I, Section 3, of the By-Laws of BOBS which purposes read, so far as pertinent here, as follows:

- A. To serve in an advisory and coordinating capacity to the Lodi Recreation and Parks Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations.
- B. To serve in mutual cooperation with the Lodi Recreation and Parks Department in promoting and encouraging participating in competitive athletics by youths from ages 6 through 18.
- C. To increase interest and support in competitive athletics by involving a great number of adults directly or indirectly as volunteers in athletics at all levels and various program areas.
- F. To assist the Lodi Recreation and Parks Department in financing various programs for youth by participating in fund-raising activities.
- G. To bring to youth a deeper realization of the importance of sportsmanship and fellowship through participation in athletics.

BOBS agrees to provide its members to CITY for the conduct of its various athletic programs throughout the year. All of said persons shall be considered volunteers and shall receive no compensation as such nor

shall BOBS be entitled to any compensation for the services to be performed by its members on behalf of CITY.

It is acknowledged and agreed that the Director of CITY'S Park & Recreation Department shall be the authorized person to assign and direct the members of BOBS in their participation of the sports and recreation program of CITY.

CITY agrees that while any of the members of BOBS are participating in the sports and recreation program of CITY pursuant to this Agreement, that member shall be indemnified and held harmless from any suit, claim or liability that may or might be filed against that member similar to the coverage provided to any other volunteer or employee of CITY.

CITY agrees to hold BOBS, its officers and directors free from any suit, action or claim for damage, up to a maximum of \$250,000.00, that may or might be filed by reason of injury to participants in CITY'S sports and recreation programs, which program may at that particular time be under the direction or supervision of a member of BOBS.

CITY does hereby grant to BOBS the exclusive right to operate the food and beverage concession at Salas Park, Kofu Park and at such other public places as may be permitted by the Director of CITY'S Parks and Recreation Department. BOBS does hereby agree that the net proceeds received from the sale of food, beverage and merchandise as said concession stands shall be used by them in carrying on the CITY'S recreational programs and shall make the funds available for disbursement upon the mutual agreement of BOBS and the Director of CITY'S Parks and Recreation Department.

BOBS agree to maintain in full force during the time that they are operating said food concession stands, a liability insurance policy in the minimum sum of \$500,000.00 which shall name the City of Lodi as an additional insured and under which policy the insurer agrees to indemnify and hold the BOBS and City of Lodi harmless from and against all costs, expenses and liability arising out of or based upon any damages claimed by any person purchasing food from said concession stands. In addition to the additional named insured endorsement on BOBS'

policy of insurance, said insurance policy shall be endorsed to include the following language:

A duplicate or certificate of said insurance policy containing the above-stated required endorsements shall be delivered to the City Attorney after the issuance of said policy, with satisfactory evidence that the carrier is required to give the City of Lodi at least 30 days prior notice of the cancellation or reduction in coverage of the policy during the effective period of this Agreement. If there has been no such delivery within 48 hours prior to the expiration date of the policy, this Agreement shall be null and void.

CITY agrees that BOBS may conduct their business and have as its principal place of business such office facilities as may be furnished by CITY, free of charge to BOBS.

This Agreement may be terminated by either party upon the giving of a written 30 day notice to the other party.

IN WITNESS WHEREOF, the parties hereto have set their hands as of the day and year first hereinabove written.

ATTEST:

CITY OF LODI

Arthur Rinaldi
City Clerk

By *Fred W. Reid*
Mayor

Hereinabove called "CITY"

Approved as to Form

Ronald M. Stein
RONALD M. STEIN
City Attorney

BOOSTERS OF BOYS AND
GIRLS SPORTS

By *Ralph E. Tanski*
Pres.

Hereinabove called "BOBS"

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ATTEST:

CITY OF LODI

Walter M. Remche
City Clerk

By Fred M. Reid
Mayor

Hereinabove called "CITY"

Approved as to Form

Ronald M. Stein
RONALD M. STEIN
City Attorney

BOOSTERS OF BOYS AND
GIRLS SPORTS

By Rabbi C. Tash
Pres.

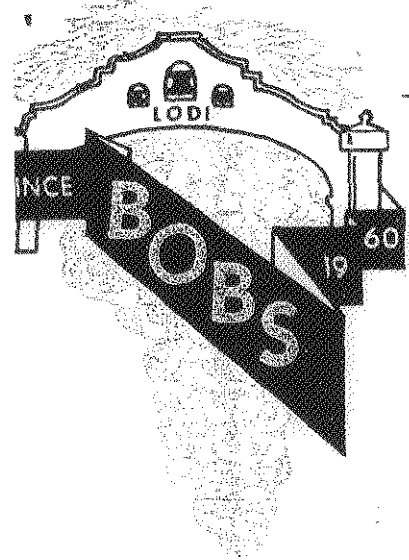
Hereinabove called "BOBS"



EXHIBIT C

Boosters of Boys/Girls Sports Organization

Parks & Recreation Department: 125 N. Stockton Street / Lodi, California 95240
Telephone (209) 333-6742



RESTATED BYLAWS

OF

BOOSTERS OF BOYS/GIRLS SPORTS

A California Nonprofit Public Benefit Corporation
CO908721

Revised August 11, 1999

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**RESTATED BYLAWS
OF
BOOSTERS OF BOYS/GIRLS SPORTS**

**A California Nonprofit Public Benefit Corporation
CO908721**

I. NAME

The name of this corporation is BOOSTERS OF BOYS/GIRLS SPORTS (B.O.B.S.)

II. PRINCIPAL OFFICE

A. Principal Office. The principal office for the transaction of the activities, affairs and business of the corporation (hereinafter "principal office") is located at 125 North Stockton Street, Lodi, San Joaquin County, California. The Board of Directors (hereinafter "Board") may change the principal office. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section or this section may be amended to state the new location.

B. Other Offices. The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

III. PURPOSE AND LIMITATIONS

A. General Purposes. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. Specific Purposes.

1. To serve as an advisor to and coordinate with the Lodi Parks and Recreation Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations.

2. To serve in mutual cooperation with the Lodi Parks and Recreation Department in promoting and encouraging participation in competitive athletics by youths from ages 6 through 18.

3. To increase interest and support in competitive athletics by involving a great number of adults, directly or indirectly, as volunteers in athletics at all levels and various program areas.

4. To honor the outstanding volunteer personalities of the corporation and of the Lodi area.

5. To serve as a social and recreational outlet for adults sharing a common interest in sports.

6. To assist the Lodi Recreation and Parks Department in financing various programs for youth by participating in fund-raising activities.

7. To bring to youth a deeper realization of the importance of sportsmanship and fellowship through participation in athletics.

C. Formation and Policies. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the above-described purposes and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

D. Dedication of Assets. The property and assets of this nonprofit public benefit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, property or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, any property and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IV. MEMBERS

A. Qualification and Rights of Membership.

1. **Classes and Qualifications.** This corporation shall have 2 classes of memberships: general membership and sponsor membership. Any person dedicated to the purposes of this corporation, 18 years of age, or older and of good character shall be eligible for individual membership upon acceptance of the applicant's application by the Board and payment of such dues and initiation fees as may from time to time be fixed by the Board. The classes of membership shall be defined as follows:

a. **General Membership.** This class shall consist of any individual who is dedicated to the purposes of this corporation. Members of this class shall be given a voice in matters pertaining to the corporation as provided in these Bylaws. Members of this class shall have the right to participate in all social, recreational activities and other privileges as authorized by the Board. General members shall be admitted upon approval of the application

by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

b. Sponsor Membership. The members of this class shall have all the privileges of the general members. This classification shall include all organizations, companies or individuals that sponsor a corporate activity to the extent of \$125.00 or more. Each organization or company shall designate an individual to be its representative and exercise its vote.

2. Voting Members. General members and sponsor members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms and on election to dissolve the corporation. In addition, all members in good standing shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

B. Dues, Fees and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The Board may, in its discretion, set different dues, fees and assessments for each class.

C. Members in Good Standing. Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended, expelled or terminated shall be members in good standing.

D. Termination and Suspension of Membership.

1. Causes of Termination. A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member, on reasonable notice to the corporation;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- c. Failure of a member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable;
- d. The death of a member or dissolution or insolvency of a corporation or organization who holds a sponsor membership;
- e. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications; or

f. Expulsion of the member under these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

2. **Suspension of Membership.** A member may be suspended pursuant to these Bylaws, based upon the good faith determination by the Board or a committee or person authorized by the Board to make such a determination, that the member has failed to observe the corporation's rules of conduct or has engaged in conduct prejudicial to the purposes and interest of the corporation.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

3. **Procedures for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member under these Bylaws, the procedure set forth below shall be followed:

a. Except as otherwise provided in these Bylaws for immediate suspension pursuant to section V, I, 6, below the member shall be given 15 days prior notice of the proposed expulsion or suspension and the reason for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.

b. Upon written request of the member, the member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed expulsion.

c. The hearing shall be held on the written statement of the member considered by the Board, committee or person authorized by the Board, in the Board's sole discretion, to determine whether the expulsion or suspension should take place.

d. The decision of the Board, committee or person authorized by the Board conducting the hearing shall be final unless appealed pursuant to section V, I, 7 below.

e. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

4. **Non-Liability of Members.** No member of this corporation shall be responsible or liable for the debts, liabilities or obligations of the corporation.

E. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease upon a member's death or in the event of a corporate member on its dissolution.

F. Meetings of Members.

1. Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In absence of any such designation, members' meetings shall be held at the corporation's principal office.

2. Annual Meeting. An annual members' meeting shall be held on the second Wednesday in December at 7:30 p.m., each year, unless the Board fixes another date or time and so notifies members as provided by these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next business day. At this meeting, directors shall be elected and any other proper business may be transacted subject to any limitations contained in these Bylaws.

3. Special Meeting.

a. Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the Board, the President, or 5% or more of the members.

b. Calling Meetings. A special meeting called by any persons (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president, any vice president, treasurer or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 10 but not more than 90 days after receipt of the request. If notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

c. Proper Business of Special Meeting. No business, other than the business, the general nature of which was set forth in the notice of the meeting, shall be transacted at a special meeting.

4. Notice Requirement for Members' Meetings.

a. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at that meeting. The notice

shall specify the place, date and hours of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and shall state that no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

b. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation; or
- (4) Electing to wind up and dissolve the corporation.

c. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, or facsimile, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first class mail, or facsimile or telegraphic or other written communication to the corporation's principal office, or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

d. Affidavit of Mailing Notice. An affidavit of mailing of any notice of any members' meetings, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent or officer of the corporation, and if so executed, shall be filed and maintained in the corporation's minute books or files.

5. Quorum. One-third (1/3) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

6. Voting.

a. Eligibility to Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall

have one vote for each membership in good standing as of the record date determined by these Bylaws.

b. **Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

c. **Number of Votes.** Voting shall be non-cumulative. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be the winner of the election.

d. **Approval by Majority Vote.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the member, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

e. **Waiver of Notice or Consent by Absent Members.**

(1) **Written Waiver or Consent.** The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held under regular call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section IV, F, 4, b above, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the Minutes.

(2) **Waiver of Attendance.** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not properly called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

7. Action Without a Meeting.

a. **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the Minutes of the

proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

b. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may also be taken without a meeting by complying with the succeeding sections of these Bylaws.

(1) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by these Bylaws. All solicitations of votes by written ballot shall (a) include the number of responses needed to meet the quorum requirements; (b) with respect to ballots other than for election of directors, state the percentage of approval necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) provide the members with an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to 10 or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(2) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (a) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and (b) the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(3) Revoking Ballots. A written ballot may not be revoked.

(4) Filing Ballots. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least one year.

8. Record Date for Notice, Voting, Written Ballots and Other Actions.

a. Record Date Fixed by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed (1) for sending notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting; (2) for voting at a meeting shall not be more than 60 days before the date of the meeting; (3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and (4) for taking any other action shall not be more than 60 days before that action.

b. Record Date not Determined by Board.

(1) **Record Date for Notice or Voting.** If not otherwise fixed by the Board, the record date for determining members entitled (a) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the date on which the meeting is held and (b) to vote at the meeting shall be the day on which the meeting is held.

(2) **Record Date for Action by Written Ballot.** If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be on the day on which the first written ballot is mailed or solicited.

(3) **Record Date for Other Actions.** If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(4) **Members of Record.** For purposes of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

9. Proxies.

a. **Members' Proxy Rights.** Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

b. **Form of Solicited Proxies.** If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford the member an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time proxy is distributed, to be acted upon at the meeting for which the proxy is solicited and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold" or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

c. **Requirement that General Nature of Subject of Proxy be Stated.** Any proxy covering the matters for which a vote of the members is required, including amendments to the Articles of Incorporation or Bylaws changing any proxy rights; certain other amendments to the Articles of Incorporation; removal of directors without cause; filing vacancies on the Board; the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular

course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted upon or in an election of directors the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members.

d. **Revocability.** A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until, (1) revoked by the member executing it before the vote is cast under that proxy, (a) by a writing delivered to the corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by that member and presented to the meeting; or, (c) as to any meeting, by the member's personal attendance and voting at the meeting, or (2) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

10. Adjournment and Notice of Adjourned Meeting. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting shall be adjourned for more than 45 days. When a member's meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

11. Conduct of Meetings. Except as otherwise provided by the Articles of Incorporation or these Bylaws, all meetings of the members shall be conducted under Robert's Rules of Order, Revised.

V. Directors

A. Powers.

1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the Board's direction.

2. Specific Powers. Without prejudice to the general powers set forth above, but subject to the same limitations, the directors shall have the power to:

a. Appoint and remove at the pleasure of the Board all of the corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation and with these Bylaws; and fix their compensation, if any and require from them security for faithful performance of their duties.

b. Change the principal office or principal business office in California from one location to another.

c. Cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; designate any place within or outside California for holding of any meeting of members.

d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

B. Number and Qualification of Directors. The Board of Directors shall consist of 25 directors until changed by amendment to these Bylaws. The qualifications for directors are that directors must be members in good standing of the corporation and be 18 years of age or older. One Board member shall be a staff advisor appointed by the Lodi Parks and Recreation Department.

C. Election of Directors

1. **Nominations by Committee.** The president and/or Board shall appoint a committee to seek out, screen and nominate qualified candidates for election to the Board at least 90 days before the date of any election of directors. If a committee is not appointed, the Board shall screen and nominate the slate of proposed directors. This nominating committee/Board shall approve the slate of candidates no later than at the November Board meeting, or at such other time as the Board may set, and the Secretary shall forward to each member, with a notice of meeting required by these Bylaws, the slate of nominees proposed by the Board.

The Committee may take into account, in their discretion, a questionnaire which may be mailed to all members no later than September 10th of each year inquiring as to each member's interest in being a candidate for election to the Board.

2. **Nominations from the Floor.** If there is a meeting of members held to elect directors, any member present at the meeting in person or proxy may place names in nomination.

3. **Use of Corporate Funds to Support Nominee.** Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

D. Election, Designation and Term of Office. Eight directors shall be elected at each annual meeting of members to hold office for a term of three years; however, if any such directors are not elected at any annual meeting, they may be elected at any special members meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The staff advisor member of the Board of Directors from the Lodi Parks and Recreation Department shall be appointed by the Director of Parks and Recreation of the City of Lodi.

E. Vacancies on Board.

1. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- a. The death or resignation of any director;
- b. The declaration by resolution of the Board of the vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or, if the corporation holds assets in charitable trusts, has been found by a final order or judgement of any court to have breached a duty pursuant to Chapter 2, Article 3 commencing with Corporations Code Section 5230 of the California Nonprofit Public Benefit Corporation Law;
- c. The vote of the members to remove any directors';
- d. The increase of the authorized number of directors; or
- e. The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect a number of directors required to be elected at that meeting;
- f. The absenteeism of a director from 3 consecutive Board meetings without an excuse.

2. Resignations. Except as provided below, any director may resign by giving written notice to the president or to the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

3. Filling Vacancies. Except for vacancies created by removal of a director by the members, vacancies on the Board may be nominated by the President or if not, by any

other Board member subject to approval of a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the Board.

4. **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

F. Meetings of Board of Directors.

1. **Place of meetings.** The meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. **Meetings by Telephone.** Any meeting may be held by conference telephone, video screen communication or other communication equipment as long as all directors participating in the meeting can hear one another. The director participating in this manner shall be deemed present in person at such meeting.

3. **Annual Meeting.** Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers and the transaction of other business. Notice of this meeting is not required.

4. **Other Regular Meetings.** Other regular meetings of the Board shall be held without call on the second Wednesday of each month, at 7:30 p.m. The hour of such meeting may be changed by three days written notice to all directors. Notice of all such regular meetings of the Board is hereby dispensed with.

5. Special Meetings.

a. **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the president, any vice president, the secretary, treasurer or any two directors.

b. Notice.

(1) **Manner of Giving Notice for Special Meetings.** Notice of the time and place of special meetings shall be given to each director by one of the following methods:

- (a) By personal delivery of written notice;
- (b) By first class mail, postage prepaid;
- (c) By telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director;
- (d) By telegram, charges prepaid;

- (e) Facsimile;
- (f) Electronic mail; or
- (g) Other electronic means.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(2) **Time Requirements.** Notices sent by first class mail shall be deposited in the United States mail at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, electronic mail or telegraph shall be delivered, telephoned, sent or given to the telegraph company, respectively at least 48 hours before the time set for the meeting.

(3) **Notice Contents.** The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6. **Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director or directors have a direct or indirect material financial interest, (b) approval of certain transactions having common directorship, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7. **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of such notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

8. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

9. **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment

to another time or place shall be given, before the time of the adjourned meeting, to the directors who are not present at the time of the adjournment.

G. Action without a Meeting. An action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

H. Compensation and Reimbursement. Directors, either individually or in their entirety, shall receive no compensation for their services as Board members.

I. Committees.

1. Creation of Committees. The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and, in the discretion of the Board, persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

- a. Take final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of the majority of all members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- e. Create any other committees of the Board or appoint the members of committees of the Board;
- f. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3); or
- g. Approve any fund-raising, capital expenditures, donations, contracts or transactions, whether or not a director has a financial material interest.

2. **Chairperson of Committees.** All committees shall be chaired by a member of the Board. The president or, if not a majority of the directors of the Board shall appoint the chairperson of each committee.

3. **Meetings and Action of Committee.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolutions, or if there is none, by the committee. The Board may adopt rules for the government of any committee.

4. **Sports Committee.**

a. The Sports Committee shall consist of the vice president (chairperson), coordinators (as assigned annually by the president of the Board) of the various program committees, and the Lodi Parks and Recreation Advisor. If the vice president is also a coordinator, the vice president may assign his or her vote to a member of the vice president/coordinator's program committee who is also a Board member. The vice president/coordinator shall have the tie breaking vote, if necessary.

b. Duties of the Sports Committee include:

- (1) Establish playing rules;
- (2) Establish eligibility rules;
- (3) Evaluate programs;
- (4) Evaluate coaches;
- (5) Evaluate and implement new programs;
- (6) Handle appeals of program committees decisions, if it is the first and only appeal; and
- (7) Discipline and Complaints subject to the limitations of the appeal process.

c. Meetings of the Sports Committee will be called, as needed, by the Sports Committee chairperson. A report of any changes in rules or any other significant actions of the Sports Committee shall be reported to the Board and Lodi Parks and Recreation. The Board shall then have authority to override any changes that it considers detrimental to the particular sports program involved or the corporation.

5. **Program Committees.** Each program committee shall consists of at least 2 Board members, one of whom is appointed by the President as the coordinator and chair of that program committee. Each non-Board member may serve on any other program committee.

The corporation currently has the following program committees which may be changed at any time by the Board without a need to amend this Bylaw provision:

- a. Bambino
- b. Babe Ruth
- c. American Legion Baseball
- d. Basketball
- e. Softball
- f. Competitive Soccer
- g. Soccer
- h. Football

The program committees may have subcommittees such as Bambino (Major/Minor, Jr. League, and T-Ball subcommittees). For purposes of the Bylaws and decision making, the coordinator shall mean the coordinator of the program committees, not the coordinator of any subcommittees.

6. **Complaints at an Event.** Any complaint or protest regarding an event or action(s) of a member or others at an event may be lodged with the coordinator of that event. The coordinator shall rule on the complaint and/or protest at that time. In the event the coordinator is unavailable or unable to make a decision, any officer of the corporation may make the decision. The decision of the coordinator or officer in the coordinator's absence shall take immediate effect including but not limited to a decision to immediately suspend a member. A decision of the coordinator/officer may be appealed one time, only. The appeal shall be heard by the program committee.

7. **Appeal.** A decision made pursuant to these Bylaws may be appealed one time to the next highest level as provided herein. A request for an appeal must comply with these procedures in order to be a valid request:

- a. The levels are as follows:

- (1) Coordinator or an officer, if the coordinator is unavailable or unable to make the decision;
- (2) Program Committee;
- (3) Sports Committee; and
- (4) Board of Directors.

- b. The request for an appeal must be delivered in writing to the corporation's principal place of business. The request must be received within 15 days of the decision being appealed. This request and the envelope it is sent in must be clearly marked "APPEAL." The request shall include:

- (1) The decision which is being appealed;
- (2) The level at which the decision was originally made;
- (3) The specific grounds for the appeal; and
- (4) Whether the person would like to be heard at the hearing or whether

the person is submitting the matter without a hearing.

c. Upon receipt, the appeal request shall be processed by the appropriate appeal level. If a hearing is requested, the person requesting the appeal shall be given an opportunity to be heard. The hearing shall be held within 30 days of receipt of the request.

d. The decision at that appeal level shall be final.

VI. OFFICERS

A. Officers of the Corporation. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the Board's discretion one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with these Bylaws.

B. Election of Officers. The officers of the corporation, except those appointed pursuant to these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers. The Board may appoint and may authorize the president, or another officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title and authority, hold office for the period, and perform duties specified in the Bylaws or determined by the Board.

D. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any officer on whom the Board may confer the power of removal.

E. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

F. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these

Bylaws for regular appointments, provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of Officers.

1. **President.** The president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. The president shall preside at all members' meetings and at all Board meetings. The president shall have such other powers and duties as the Board or the Bylaws may prescribe.

2. **Vice President.** If the president is absent or disabled, the vice president, if any, shall perform all duties of the president. When so acting, the vice president shall have all powers of, and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

3. Secretary.

a. **Book of Minutes.** The secretary shall keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of member's meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and, if special, how authorized; the notice given; the names of those present at Board meetings; and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

b. **Membership Records.** The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by the Board, a record of the corporation's members, showing each member's name, address and class of membership.

c. **Notices and other Duties.** The secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall also have such other powers and perform such other duties as the Board or the Bylaws may prescribe from time to time.

4. Treasurer.

a. **Books of Account.** The treasurer, also referred to as the chief financial officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

b. **Deposit and Disbursement of Money and Valuables.** The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the president and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

VII. INDEMNIFICATION

A. **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as Section 5238(a) of the California Corporations Code.

B. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

C. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in specific instances, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

D. **Insurance.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, director, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's or agent's status as such.

VIII. RECORDS AND REPORTS

A. Maintenance of Corporate Records. The corporation shall keep:

1. Adequate and correct books and records of accounts;
2. Written minutes of the proceedings of its members and Board; and
3. A record of each members' name, address and class of membership.

B. Member's Inspection Rights.

1. **Membership Records.** Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

a. Inspect and copy the records of member's names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

b. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list was compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

2. **Alternative to Inspection.** The corporation may, within 10 business days after receiving a demand under this Section make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

3. **Denial of Inspection.** If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to the person's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

4. **Person to Inspect and Copy.** Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts, at the expense of the person requesting the copies. Any right of inspection extends to the records of any subsidiary of the corporation.

C. Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records in the minutes of the proceedings of the members, the Board and committees of the Board, at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation. Said copies shall be made at the members request and expense.

D. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep, at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California, and the corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws as amended to date.

E. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kinds, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. The copies shall be made at the requesting director's expense.

F. Annual Report. The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds;
3. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes;
5. Any information required by paragraph G below;
6. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

G. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

1. Any transaction (a) in which the corporation, its parent, or subsidiary was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000. or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an interested person is either of the following: (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or (2) any holder of more than 10% of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the name of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnification or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the corporation pursuant to these Bylaws unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

IX. GENERAL ADMINISTRATIVE MATTERS

A. Execution of Contracts and Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation any contract or engagement or to make the corporation liable for any purpose or any amount.

B. Construction and Definitions.

1. Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular in number includes the plural,

the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

2. "Approved by (or approval of) all members" shall mean approved by the affirmative vote of a majority of all the members entitled to vote. Such approval shall include the affirmative vote of such greater proportion (including all) of the members, if such greater proportion is required by the Articles or the California Nonprofit Public Benefit Corporation Law.

3. "Approved by (or approval of) the members" shall mean approved or ratified by the affirmative vote of a majority of the member entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of such shareholders. It shall also mean approval by the affirmative vote or written consent of such greater proportion (including all) of the members represented at a meeting or giving written consent as may be provided in the Articles or the California Nonprofit Public Benefit Corporation Law for all or any specified member action.

X. AMENDMENTS

A. Amended by Board.

1. **Membership Rights Limitation.** Subject to the rights of members under these Bylaws, the Board may adopt, amend, or repeal Bylaws unless the action would:

- a. Materially and adversely affect the member's rights as to voting, dissolution, redemption, or transfer;
- b. Increase or decrease the number of members authorized in total or for any class;
- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d. Authorize a new class of membership.

2. **Changes to Number of Directors.** Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any Bylaw provision that would:

- a. Fix or change the authorized number of directors;
- b. Fix or change the minimum or maximum number of directors; or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.

3. **High Vote Requirement.** If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended or repealed except by that greater vote.

4. **Members' Approval Required.** Without the approval of the members, the Board may not adopt, amend or repeal any Bylaw that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by a member or members;
- c. Increase the quorum for members meetings;
- d. Repeal, restrict, create, expand or otherwise change proxy rights; or
- e. Authorize cumulative voting.

B. **Amendment by Members.** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment or repeal also requires approval of one or more classes of members if that action would:

1. Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;

2. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class.

3. Increase or decrease the number of memberships authorized for that class;

4. Increase the number of memberships authorized for another class;

5. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class;


6. Authorize a new class of membership.

Any provision of these Bylaws that requires a vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

XI. CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Boosters of Boys/Girls Sports, a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of 26 pages, are the Bylaws of the corporation as adopted by the Board of Directors on August 11, 1999 and approved by the members and that they have not been amended or modified since that date.

Executed on AUG 31, 1999, at Lodi, California.


Secretary

BY-LAWSOFBOOSTERS OF BOYS/GIRLS SPORTS, INC.A California Non-Profit Public Benefit Corporation

I

NAME

The name of this corporation is BOOSTERS OF BOYS/GIRLS SPORTS, INC. (B.O.B.S.)

II

1. Principal Office:

The principal office for the transaction of the activities, affairs and business of the corporation (hereinafter "principal office") is located at 125 North Stockton Street, Lodi, San Joaquin County, California. The Board of Directors (hereinafter "Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these By-Laws opposite this section or this section may be amended to state the new location.

2. Other Offices:

The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

III

PURPOSES AND LIMITATIONS1. General Purposes:

This corporation is a non-profit public benefit corporation organized under the non-profit public benefit corporation law. The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

2. Specific Purposes:

(a) To serve as an advisor to and coordinate with the Lodi Recreation and Parks Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations.

(b) To serve in mutual cooperation with the Lodi Recreation and Parks Department in promoting and encouraging participation in competitive athletics by youths from ages 6 through 18.

(c) To increase interest and support in competitive athletics by involving a great number of adults, directly or indirectly, as volunteers in athletics at all levels and various program areas.

(d) To honor the outstanding volunteer personalities of the corporation and of the Lodi area.

(e) To serve as a social and recreational outlet for adults sharing a common interest in sports.

(f) To assist the Lodi Recreation and Parks Department in financing various programs for youth by participating in fundraising activities.

(g) To bring to youth a deeper realization of the importance of sportsmanship and fellowship through participation in athletics.

3. Formation and Policies:

This corporation has been formed under the California non-profit public benefit corporation law for the above-described purposes and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

4. Dedication of Assets:

The property and assets of this non-profit public benefit corporation are irrevocably dedicated to

charitable purposes. No part of the new earnings, property or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this club, as defined for purposes of Section 501(c) of the Internal Revenue Code of 1954. On liquidation or dissolution, all property and assets and obligations shall be distributed and paid over to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) of the Internal Revenue Code of 1954.

IV

MEMBERS

1. Qualification and Rights of Membership:

(a) Classes and Qualifications:

This corporation shall have four classes of members, designated as follows: Active Membership, Donor Membership, Sponsor Membership and Honorary Membership. Any person dedicated to the purposes of this corporation, 18 years of age or older and of good character, shall be eligible for individual membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors.

The classes of membership shall be defined as follows:

(i) Active Membership: This class shall be limited to persons actively participating in programs of the corporation. They shall be given a voice in matters pertaining to the corporation. This class will have the right to participate in all social, recreational activities and other privileges authorized by the Executive Board.

(ii) Donor Membership: This class shall consist of all interested but non-participating members and they shall be permitted to participate in social and recreational events and shall be given a voice in matters pertaining to the corporation upon payment of annual membership dues.

(iii) Sponsor Membership: This class shall have all of the privileges that active members

have. This classification shall include all organizations, companies or individuals that sponsor a corporate activity to the extent of \$100.00 or more. Each organization or company shall designate an individual to be its representative.

(iv) Honorary Membership: Any retired corporate Executive Board member who vacated that position on the Board in good standing and served at least six years on the Board. Honorary members shall have all of the rights and privileges of an active member.

(b) Voting Members:

Active members, donor members, sponsor members and honorary members shall have the right to vote, as set forth in these By-Laws, on the election of Directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms and on any election to dissolve the corporation. In addition, all members shall have all rights afforded members under the California Non-profit Public Benefit Corporation Law.

2. Dues, Fees and Assessments:

Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board. The dues, fees and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees and assessments for each class.

3. Good Standing:

Those members who have paid the required dues, fees, and assessments in accordance with these By-Laws and who are not suspended shall be members in good standing.

4. Termination and Suspension of Membership:

(a) Causes of Termination:

A membership shall terminate on occurrence of any of the following events:

(i) Resignation of a member, on reasonable notice to the corporation;

(ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(iii) Failure of a member to pay dues, fees or assessments as set by the Board within 30 days after they become due and payable;

(iv) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;

(v) Expulsion of the member under these By-Laws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

(b) Suspension of Membership:

A member may be suspended pursuant to these By-Laws, based upon the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension:

If grounds appear to exist for expulsion or suspension of a member under these By-Laws, the procedure set forth below shall be followed:

(i) The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated

to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the members last address as shown on the corporation's records.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board, committee or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

(e) Non-Liability of Members:

No member of this Club shall be personally responsible or liable for the debts, liabilities or obligations of the corporation.

5. Transfer of Membership:

No membership or right arising from membership shall be transferred. All membership rights cease upon a member's death or dissolution of the corporation.

6. Meetings of Members:

(a) Place of Meeting:

Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In absence of any such designation, members' meetings shall be held at the corporation's principal office.

(b) Annual Meeting:

An annual members' meeting shall be

held on the first Wednesday in December at 7:30 p.m., each year, unless the Board fixes another date or time and so notifies members as provided in these By-Laws. If the scheduled date falls on a legal holiday, the meeting shall be held the next whole business day. At this meeting, Directors shall be elected and any other proper business may be transacted subject to any limitations contained in these By-Laws.

(c) Special Meeting:

(i) Persons Authorized to Call:

A special meeting of the members for any lawful purpose may be called at any time by the Board or the Chairman of the Board, if any, or by the President or 5% or more of the members.

(ii) Calling Meetings:

A special meeting called by any persons (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or any Vice-President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these By-Laws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but not more than 90 days after receipt of the request. If notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

(iii) Proper Business of Special Meeting:

No business, other than the business, the general nature of which was set forth in the notice of the meeting, shall be transacted at a special meeting.

(d) Notice Requirement for Members' Meetings:

(i) General Notice Requirements:

Whenever members are required or

permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with these By-Laws, to each member entitled to vote at that meeting. The notice shall specify the place, date and hours of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(ii) Notice of Certain Agenda Items:

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (A) Removing a Director without cause;
- (B) Filling vacancies on the Board;
- (C) Amending the Articles of Incorporation;
- (D) Approving a contract or transaction between the corporation and one or more Directors, or between the corporation and any entity in which a Director has material financial interest;
- (E) Electing to wind up and dissolve the corporation; or,
- (F) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles of By-Laws, when the corporation is in the process of winding up.

(iii) Manner of Giving Notice:

Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be

given either personally or by first class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first class or telegraphic or other written communication to the corporation's principal office, or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(iv) Affidavit of Mailing Notice:

An affidavit of the mailing of any notice of any members' meetings, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's Minute Books.

(e) Quorum:

(i) Percentage Required:

One half (50%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members or the Board of Directors

(ii) Loss of Quorum:

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(f) Adjournment and Notice of Adjourned Meeting:

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting shall be adjourned for more than 45 days. When a member's

meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(g) Voting:

(i) Eligibility to Vote:

Subject to the provisions of the California Non-profit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall have one vote for each membership in good standing as of the record date determined under these By-Laws.

(ii) Manner of Casting Votes:

Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

(iii) Voting:

Voting shall be non-cumulative. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be the winner of the election.

(iv) Approval by Majority Vote:

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Non-Profit Public Benefit Corporation Law or by the Articles of Incorporation.

(h) Conduct of Meetings:

Except as otherwise provided by the Articles of the Club or these By-Laws, all meetings of the members shall be conducted under Robert's Rules of Order, Revised.

(i) Waiver of Notice or Consent by Absent Members:

(1) Written Waiver or Consent:

The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held under regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section IV, 6 (d) (ii), the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the Minutes.

(2) Waiver by Attendance:

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

7. Action Without a Meeting:

(a) Action by Unanimous Written Consent:

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The

written consent or consents shall be filed with the Minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b) Action by Written Ballot Without a Meeting:

Any action, except election of Directors, that may be taken at any meeting of members may also be taken without a meeting by complying with the succeeding sections of these By-Laws.

(i) Solicitation of Written Ballots:

The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by these By-Laws. All solicitations of votes by written ballot shall (1) include the number of responses need to meet the quorum requirements, (2) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members with an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to 10 or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(ii) Number of Votes and Approvals Required:

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals exceeds or equals the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(iii) Revocation:

A written ballot may not be revoked.

(iv) Filing:

All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

8. Record Date for Notice, Voting, Written Ballots and Other Actions:

(a) Record Date Determined by Board:

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed (1) for notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting; (2) for voting at a meeting shall not be more than 60 days before the date of the meeting; (3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and (4) for any other action shall not be more than 60 days before the action.

(b) Record Date Not Determined by Board:

(i) Record Date for Notice or Voting:

If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.

(ii) Record Date for Action by Written Ballot:

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be on the day on which the first written ballot is mailed or solicited.

(iii) Record Date for Other Actions:

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(c) Members of Record:

For purposes of these By-Laws, a person holding a membership at the close of business on the record date shall be a member of record.

10. Proxies:

(a) Right of Members:

Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

(b) Form of Solicited Proxies:

If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks "withhold" or marks otherwise in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(c) Requirement that General Nature of Subject of Proxy be Stated:

Any revocable proxy covering the matters for which a vote of the members is required, including

amendments to the Articles of Incorporation; amendments to the Articles or By-Laws changing any proxy rights; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more Directors or between the corporation and an entity in which the Director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

(d) Revocability:

A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until (a) revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. The revocability of a proxy that states on its face that it is irrevocable, shall be governed by Section 7613 of the California Corporations Code.

11. Election of Directors:

(a) Nominations by Committee:

The President shall appoint a committee to select qualified candidates for election to the Board at least 90 days before the date of any election of Directors. This nominating committee shall make its report at least 60 days before the date of the election,

and the Secretary shall forward to each member, with a notice of meeting required by these By-Laws, a list of all candidates nominated by the committee under this Section.

The Committee shall take into account, in their discretion, a questionnaire which shall be mailed to all members no later than September 10th of each year inquiring as to each member's interest in being a candidate for election to the Executive Board.

(b) Nominations from the Floor:

If there is a meeting of members to elect Directors, any member present at the meeting in person or by proxy may place names in nomination.

(c) Solicitation of Votes:

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(d) Use of Corporate Funds to Support Nominee:

Without Board authorization, no corporate funds may be expended to support a nominee for Director after more people have been nominated for Director than can be elected.

V

DIRECTORS

1. Powers:

(a) General Corporate Powers:

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws and subject to any limitations in the Articles of Incorporation and By-Laws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the Board's direction.

(b) Specific Powers:

Without prejudice to the general powers set forth above, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove at the pleasure of the Board all of the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation and with these By-Laws; and fix their compensation and require from them security for faithful performance of their duties;

(ii) Change the principal office or principal business office in California from one location to another;

(iii) Cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; designate any place within or outside California for holding of any meeting of members.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, Promissory Notes, bonds, debentures, Deeds of Trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

2. Number and Qualification of Directors:

The Board of Directors shall consist of 22 Directors until changed by amendment to these By-Laws. The qualifications for Directors are that Directors must be members in good standing of the corporation and 18 years of age or older. One Board member shall be a staff advisor from the Lodi Recreation and Parks Department.

3. Election, Designation and Term of Office:

Seven Directors shall be elected at each annual meeting of members to hold office for a term of three years; however, if any such Directors are not elected at any annual meeting, they may be elected at any special members meeting held for that purpose or by written ballot. Each such director, including a director elected

to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The staff advisor member of the Board of Directors from the Lodi Parks and Recreation Department shall be appointed by the Director of Parks and Recreation of the City of Lodi.

Any Board member absenting himself or herself from three (3) consecutive meetings, without excuse, may be replaced by action of the Board of Directors.

4. Vacancies on Board:

(a) Events Causing Vacancy:

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

(i) The death or resignation of any director;

(ii) The declaration by resolution of the Board of the vacancy in the office of a director who has been declared of unsound mind by an order of Court or convicted of a felony or, if the corporation holds assets in charitable trusts, has been found by a final order or judgment of any Court to have breached a duty under Article III of Chapter 2 of the California Non-Profit Public Benefit Corporation Law;

(iii) The vote of the members to remove any directors;

(iv) The increase of the authorized number of directors; or

(v) The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect a number of directors required to be elected at that meeting.

(b) Resignations:

Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President or to the Secretary of the Board. The resignation shall be effective when the

notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly elected Director or Directors.

(c) Filling Vacancies:

Except for vacancies created by removal of a director by the members, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

(d) No Vacancy on Reduction of Number of Directors:

No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

5. Directors' Meetings:

(a) Place of Meetings:

The meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b) Meetings by Telephone:

Any meeting may be held by conference telephone or similar communication equipment as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting:

Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes

of organization, election of officers and the transaction of other business. Notice of this meeting is not required.

(d) Other Regular Meetings:

Other regular meetings of the Board shall be held without call on the first Wednesday of each month, at 7:00 p.m. The hour of such meeting may be changed by three days written notice to all Directors. Notice of all such regular meetings of the Executive Board is hereby dispensed with.

(e) Special Meetings:

(i) Authority to Call:

Special meetings of the Board for any purpose may be called at any time by the President or any Vice-President, or the Secretary or any two directors.

(ii) Notice:

A. Manner of Giving Notice:

Notice of the time and place of special meetings shall be given to each director by one of the following methods:

1. By personal delivery of written notice;
2. By first class mail, postage prepaid;
3. By telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or,
4. By telegram, charges prepaid.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

B. Time Requirements:

Notices sent by first class mail shall be deposited in the United States Mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting.

C. Notice Contents:

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(f) Quorum:

A majority of the authorized number of directors shall constitute a quorum for the transaction of business except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest, (b) creation of and appointment to committees of the Board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice:

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of such notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the

commencement of the meeting, the lack of notice to him or her.

(h) Adjournment:

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting:

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, before the time of the adjourned meeting, to the directors who are not present at the time of the adjournment.

6. Action Without a Meeting:

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

7. Compensation and Reimbursement:

Directors, either individually or in their entirety, shall receive no compensation for their services as Board members.

8. Committees:

(a) Committees of the Board:

The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and, in the discretion of the Board, persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as

alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

(i) Take any final action on any matter that, under the California Non-Profit Public Benefit Corporation Law, also requires approval of the members or approval of the majority of all members;

(ii) Fill vacancies on the Board or on any committee that has the authority of the Board;

(iii) Amend or repeal By-Laws of adopt new By-Laws;

(iv) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;

(v) Create any other committees of the Board or appoint the members of committees of the Board;

(vi) With respect to any assets held in charitable trusts, approve any contract or transaction between the corporation and one or more of its directors, or between the corporation and an entity in which one or more of its directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.

(b) Standing Committees:

Standing committees shall be chaired by Executive Board members only and may consist of the following committees:

- | | |
|---------------------------------------|---------------|
| A. Membership | H. Budget |
| B. Sponsorship | I. Protest |
| C. Social and Honor
and Recreation | J. Coaches |
| D. Concession | K. Equipment |
| E. Fundraising | L. Sports |
| F. Ad Hoc | M. Tournament |
| G. Nominating/Screening | N. Finance |

(c) Sports Committee:

The Sports Committee shall consist of the Vice-President and particular sport program advisor and staff member, depending on the number required by the Board for each sport program and/or league; shall assist the Lodi Recreation Department in establishing eligibility, playing rules, and regulations for each program in which the corporation is involved, as well as register and coordinate tryouts for all youths wishing to participate; shall hold meetings prior to and after each sport program to review rules; shall have power to make rules and regulations pertaining to each program in which the corporation is involved; shall review and evaluate the performance of all coaches at the conclusion of each sport activity and make recommendations to the Board. May review any complaint not specifically under the jurisdiction of any specific standing committee. A written report will be made to the Board at least one week prior to any Board Meeting, stating any changes in rules, etc. The Board shall then have authority to override any changes that it considers detrimental to the particular sport program involved.

(d) Meetings and Action of Committees:

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these By-Laws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these By-Laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

VI

OFFICERS

1. Officers of the Corporation:

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the Board's discretion,

one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be appointed in accordance with these By-Laws. Any number of offices may be held by the same person.

2. Election of Officers:

The officers of the corporation, except those appointed pursuant to these By-Laws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

3. Other Officers:

The Board may appoint and may authorize the President, or other officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform duties specified in the By-Laws or determined by the Board.

4. Removal of Officers:

Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board, and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer the power of removal.

5. Resignation of Officers:

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6. Vacancies in Office:

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws

for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

(a) Responsibilities of Officers:

(i) President:

The President shall be the General Manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or the By-Laws may prescribe.

(ii) Vice-President:

If the President is absent or disabled, the Vice-President, if any, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of, and be subject to all restrictions on the President. The Vice-President shall have such other powers and perform such other duties as the Board or the By-Laws may prescribe.

(iii) Secretary:

(A) Book of Minutes:

The Secretary shall keep or caused to be kept, at the corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or caused to be kept, at the principal office in California, a copy of the Articles of Incorporation and By-Laws, as amended to date.

(B) Membership Records.

The Secretary shall keep or caused to be kept, at the corporation's principal office or at a

place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address and class of membership.

(C) Notices and Other Duties:

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these By-Laws to be given. The Secretary shall keep appropriate records of all club points for the purpose of compiling totals for year end awards to be given to members. The Secretary shall also be responsible for collecting all information and advertising for the club newsletter and deliver the same to the printer in a timely fashion. The Secretary shall also have such other powers and perform such other duties as the Board or the By-Laws may prescribe from time to time.

(iv) Chief Financial Officer:

(A) Books of Account:

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these By-Laws or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

(B) Deposit and Disbursement of Money and Valuables:

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the By-Laws may prescribe.

8. Indemnification:

(a) Right of Indemnity:

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this By-Law, shall have the same meaning as Section 5238(a) of the California Corporations Code.

(b) Approval of Indemnity:

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

(c) Advancement of Expenses:

To the fullest extent permitted by law and except as otherwise determined by the Board in specific instance, expenses incurred by a person seeking indemnification under these By-Laws in defending any proceeding covered by these By-Laws shall be advanced by the corporation before final disposition of the proceeding, on

receipt by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

9. Insurance:

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

10. Records and Reports:

(a) Maintenance of Corporate Records:

The corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Written minutes of the proceedings of its members, Board and committees of the Board; and,
- (iii) A record of each member's name, address and class of membership.

(b) Member's Inspection Rights:

(i) Membership Records:

Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (ii) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(iii) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested, the Secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

A. The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

B. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to the person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

C. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

(b) Accounting Records and Minutes:

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records in the minutes of the proceedings of the members, the Board and committees of the Board, at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

3. Maintenance and Inspection of Articles and By-Laws:

The corporation shall keep, at its principal office, or if its principal office is not in California, at its principal business office in this State, the original or a copy of the Articles of Incorporation and By-Laws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California, and the corporation has no principal business office in this State, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and By-Laws as amended to date.

4. Inspection by Directors:

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

5. Annual Report:

(a) An annual report shall be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(i) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

(ii) A statement of the place where the names and addresses of current members are located.

(iii) Any information that is required by paragraph 6.

(b) The corporation shall notify each member annually of the member's right to receive a financial report under this section. Except as provided in subsection (3) of this By-Law, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

(c) This section does not apply if the corporation receives less than \$10,000.00 in gross revenues or receipts during the fiscal year.

6. Annual Statement of Certain Transactions and Indemnifications:

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000.00 or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an interested person is either of the following: (a) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or, (b) Any holder of more than 10% of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the corporation pursuant to these By-Laws unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

VII

GENERAL ADMINISTRATIVE MATTERS

1. Execution of Club Contracts and Instruments:

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or for any amount.

2. Construction and Definitions:

(a) General Rules of Construction:

(i) Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-profit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular in number includes the plural, the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

(ii) "Approved by (or approval of) all members" shall mean approved by the affirmative vote of a majority of all of the members entitled to vote. Such approval shall include the affirmative vote of such greater proportion (including all) of the members, if such greater proportion is required by the Articles or the California Non-Profit Corporation Law.

(iii) "Approved by (or approval of) the members" shall mean approved or ratified by the affirmative vote of a majority of the members entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of such shareholders. It shall also mean approval by the affirmative vote or written consent of such greater proportion (including all) of the members represented at a meeting or giving written consent as may be provided in the Articles of the

California Non-profit Corporation Law for all or any specified member action.

VIII

AMENDMENTS

1. Amendment by Board:

(a) Membership Rights Limitation:

Subject to the rights of members under these By-Laws, the Board may adopt, amend, or repeal By-Laws unless the action would:

(i) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;

(ii) Increase or decrease the number of members authorized in total or for any class;

(iii) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or,

(iv) Authorize a new class of membership.

(b) Changes to Number of Directors:

Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any By-Law provision that would:

(i) Fix or change the authorized number of directors;

(ii) Fix or change the minimum or maximum number of directors; or,

(iii) Change from a fixed number of directors to a variable number of directors or vice versa.

(c) High Vote Requirement:

If any provision of these By-Laws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended or repealed except by that greater vote.

(d) Members' Approval Required:

Without the approval of the members, the Board may not adopt, amend or repeal any By-Law that would:

- (i) Increase or extend the terms of directors;
- (ii) Allow any director to hold office by designation or selection rather than by election by a member or members;
- (iii) Increase the quorum for members meetings;
- (iv) Repeal, restrict, create, expand or otherwise change proxy rights; or,
- (v) Authorize cumulative voting.

2. Amendment by Members:

New By-Laws may be adopted or these By-Laws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- (a) Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (b) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;
- (c) Increase or decrease the number of memberships authorized for that class;
- (d) Increase the number of memberships authorized for another class;
- (e) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or,

(f) Authorize a new class of memberships.

Any provision of these By-Laws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

IX

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Boosters of Boys and Girls Sports, Inc., a California non-profit public benefit corporation, that the above By-Laws, consisting of 35 pages, are the By-Laws of the corporation as adopted by the Board of Directors on _____ and that they have not been amended or modified since that date.

Executed on _____, 1987, at
Lodi, California.

AGREEMENT

CITY OF LODI AND BOOSTERS OF BOYS AND GIRLS
SPORTS FOR CONCESSION OPERATIONS AT
THE GRAPE BOWL STADIUM, KOFU, SALAS, ZUPO PARKS AND OTHER
LOCATIONS FOR BOBS SPONSORED EVENTS (DETERMINED BY
MUTUAL AGREEMENT WITH BOBS AND DIRECTOR OF PARKS AND RECREATION)

PARTIES:

This agreement is made and entered into this 7th day of JANUARY, 200~~7~~³ by and between the City of Lodi, a municipal corporation ("City") and the Boosters of Boys and Girls Sports ("BOBS"). The term of this agreement shall be from January 1, 2003 to December 31, 2007.

RECITALS:

BOBS agrees to operate concession stands at the below described parks under the terms and conditions set forth herein:

- Grape Bowl Stadium, 221 Lawrence Street, Lodi, California
- Kofu Park, 1145 S. Ham Lane, Lodi, California
- Salas Park, 2001 S. Stockton Street, Lodi, California
- Zupo Park, 350 N. Washington Street, Lodi, California

TERMS AND CONDITIONS:

1. Premises: City does hereby grant to BOBS the sole and exclusive right/license to vend food and drinks, etc. at the concession stands at the Grape Bowl Stadium, Kofu, Salas, and Zupo parks and other locations for BOBS sponsored programs and events (determined by mutual agreement with BOBS and the Director of Parks and Recreation for the term of this agreement.

2. Consideration: In consideration for the granting of this right/license the parties shall do the following:

A. City shall provide:

1. Enclosed concession stands at the Grape Bowl Stadium, Kofu, Salas and Zupo parks with some limited City-owned equipment which BOBS will be expected to service and maintain at BOBS sole cost and expense;
2. Water, sanitary sewer, gas, electricity, and garbage receptacles outside of the concession buildings;
3. Maintenance of the general property of the concession buildings, unless abuse and lack of general care is apparent, at which time the cost and expenditures shall be that of the BOBS.

B. Concession operation conditions:

1. The City Manager is granted the right to immediately terminate this agreement upon failure on the part of the BOBS to keep in full force and effect during the entire term of this agreement, the insurance required herein;
2. BOBS shall, prior to opening for business, furnish a products and price schedule and shall follow the products and price schedule as mutually agreed to between BOBS and City;
3. BOBS shall provide all equipment and merchandise necessary to operate said concessions;
4. BOBS shall keep accurate records and books of accounts of all purchases and sales and does hereby give to the City or its authorized agents, the right to examine and audit said books at any reasonable time. The BOBS will complete monthly reports, and these reports shall be filed with the City by the tenth day of every month while said concession is in operation;
5. BOBS shall operate said concessions on program game dates at times commencing 15 minutes before first scheduled game or event time;
6. BOBS agrees to obtain at its own expense, any and all permits and licenses which may be required by law or ordinance in conducting the

concessions, and to pay any and all taxes which may be assessed against it for whatever purposes in the operation of said concessions;

7. BOBS shall keep the concession stands and the immediate surrounding area in a clean and presentable condition at all times and follow the strictest of sanitary conditions, and any State and local ordinances applicable to the business conducted. BOBS shall give the City written notice of any maintenance problems;

8. The rights granted hereunder for concession sales at the identified parks, shall be exclusive to BOBS for BOBS sponsored events, with the exception of football games sponsored by the Lodi Unified School District at the Grape Bowl Stadium. Subleasing by BOBS is hereby prohibited;

9. BOBS is aware that a Possessory Interest Tax is or may be charged each year by the County Assessor for the use of the facilities and that payment of this tax is the responsibility of BOBS;

10. The Parks and Recreation Director and BOBS as mutually agreed upon shall approve or disapprove any employee or operator of said concession stands on the basis of such considerations as dress, general cleanliness, working relationship with the public, and staff needed to successfully vend food for day to day operations, tournaments or special events\activities. (City will coordinate this action with Concessionaire manager);

11. City reserves the right to enter upon the premises at any reasonable time, to inspect the operation and equipment thereon, or for any other purpose;

12. BOBS shall not have the right to sell, mortgage, assign or sublet this agreement or any part thereof without the prior written consent of City and any attempt to do so shall automatically terminate this agreement;

13. BOBS shall be responsible for the security of the concession stand and any storage buildings assigned to its exclusive use as far as locks on doors and

windows or installation of an alarm system if it is deemed necessary by mutual agreement of the parties. BOBS shall be responsible for any acts of vandalism to BOBS' equipment or inventory;

14. At the conclusion of or termination of this agreement BOBS shall surrender said concession premises in as good an order and condition as that in which BOBS received same, excepting ordinary wear and tear. Damage to or mistreatment of the buildings or City equipment will be the responsibility of BOBS to repair, replace, or reimburse for repair and replacement.

3. Insurance\Hold Harmless: City shall, as owner of the property, be responsible to the extent provided by law for any damages arising from the condition of the property itself, or from the direct and active negligence of City's employees and officers. BOBS shall save, defend, indemnify and hold harmless City, its officers, agents or employees from all damages, costs or expenses which may arise because of damages or injury caused by BOBS, its officers, agents, members or employees during the course of its activities on said premises. Such indemnity shall include attorney's fees. BOBS is required to carry a policy of comprehensive general liability insurance in compliance with all provisions of the "Risk Transfer Requirements for Lease or Use of City of Lodi Facilities", attached hereto as Exhibit A and incorporated herein by reference.

4. Termination of Agreement: This agreement may be terminated at any time with or without cause by either party upon thirty days written notice. Upon termination of this agreement BOBS agrees to quit and surrender the premises in a peaceable manner and City shall have the right to remove BOBS and all others occupying through or under this agreement.

5. Entire Agreement: This document contains the entire agreement between the parties. Any inconsistent prior or contemporaneous oral terms are void and shall not be used to modify or supplement this written agreement.

6. Attorney's Fee and Costs: In the event either party brings an action under this agreement at Law or in Equity, for the breach or enforcement thereof, the prevailing party in

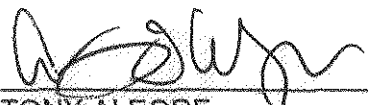
such action shall be entitled to its reasonable attorney's fees and costs whether or not such action is prosecuted to judgment.

IN WITNESS WHEREOF, the parties hereto, being in agreement with the terms of this writing, have set their hands as follows:

CITY OF LODI, a municipal corporation

BOOSTERS OF BOYS AND GIRLS
SPORTS (BOBS):


H. DIXON FLYNN
City Manager


TONY ALEGRE
President

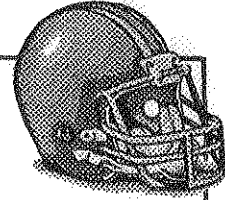
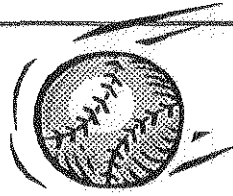
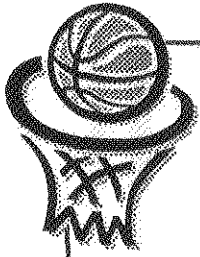
APPROVE AS TO FORM:


RANDALL A. HAYS
City Attorney

ATTEST:


SUSAN J. BLACKSTON
City Clerk

1-7-03
Date



BOOSTERS OF BOYS/GIRLS SPORTS ORGANIZATION

The B.O.B.S. Organization currently serves as an extension of the City of Lodi's Parks and Recreation Department. The board coordinates over 1,000 volunteer coaches and 300 concession workers in addition to endless hours of other activities each year. The budget has expanded to \$350,000 per year, of which \$100,000 is derived from fund-raising. Over the years, approximately \$7 million has been raised by the B.O.B.S. and contributed to youth sports programs in the community.

It is rare that a non-profit organization created to benefit the youth of a community will survive, succeed, and flourish for 40 years. However, in Lodi the success of recreational programs geared towards providing low cost and well organized youth sports has, in fact, flourished and is a model-perfect program for communities throughout the state.

From a meager beginning around a coffee table in 1960, the B.O.B.S. have grown to a unique organization that runs baseball, softball, basketball, tackle football and soccer in Lodi. The public/private collaboration between the City of Lodi and the B.O.B.S. allows over 4,000 children to participate in sporting activities each year. In addition, the B.O.B.S. has an extensive scholarship program that permits all youth players the opportunity to play sports. The tremendous involvement of the B.O.B.S.' volunteers, working together with the City, creates a unique urban enrichment program found nowhere in California.

Over forty years of community involvement by thousands of volunteers affecting tens of thousands of children is a testimony to the value of a public/private partnership. Lodi's experience with an innovative organization has proven that communities can provide quality services for the citizens by partnering with volunteers.

Lodi is a community rich in sports traditions; it prides itself on the many values that are derived from participating in recreational and competitive sports programs. Credit for the community's innovative sports program is attributed to a public/private partnership between the City of Lodi and the Boosters of Boys and Girls Sports (B.O.B.S.). In 1960 the B.O.B.S. Organization was formed by a small

contingent of civic minded leaders who were motivated by the desire to provide youth of the community with public enrichment programs, namely in sport activities. The B.O.B.S. is a non-profit public benefit corporation organized under the non-profit public benefit corporation law.

The organization grew to include girls' sports in the mid-seventies and modified the name to Boosters of Boys/Girls Sports to reflect the change. The organization has grown to a membership of over 300 and has an executive board of directors that consists of 25 dedicated and hard-working volunteer leaders.

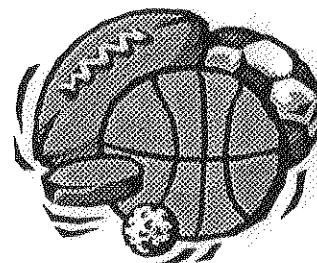
The B.O.B.S. was created because the city's recreation program was attempting to run boys athletic programs for the entire community with a single supervisor. The supervisor was expected to recruit a number of volunteers, coaches, coordinate uniforms, secure team sponsorships, obtain equipment and educate parents as to the importance of fellowship and sportsmanship that comes from athletic participation. These formidable tasks simply could not be accomplished adequately by one person. The community needed to get involved in an endeavor to bring quality public enrichment sports programs to the youth of the Lodi area.

Ed DeBenedetti, Parks and Recreation Director from 1942 to 1985 and Tom Akins who served as Recreation Supervisor for the City of Lodi organized the B.O.B.S. From its beginning the B.O.B.S. gathered local residents interested in promoting, volunteering, and raising funds to develop a system of controlled sport activities under the direction of the Recreation Department. Volunteers serve as an advisory group.

In 1960 the organization consisted of eight members on the Board of Directors, approximately 100 volunteers and a budget of \$10,000. Today we have a 25-member Board, over 1,000 volunteer coaches and workers and an operating budge of \$350,000.00.

Originally, the B.O.B.S co-sponsored the boys baseball, basketball and football program in Lodi. With their development of volunteers, fund-raising and interest on the part of the entire community, they expanded to include tournaments, special events as well as the following programs:

- Lodi Delta and Mother Lode Tackle Football Franchises
- Lodi Youth Soccer League
- Cal Ripken Jr. Baseball (6-12 year olds)
- Lodi Prep Babe Ruth Baseball (13 year olds)
- Babe Ruth Baseball (14-15 year olds)
- American Legion Baseball (16-18 year olds)
- Comet and Cardinal Basketball Leagues
- Babe Ruth Softball (girls 5-16 year olds)



The B.O.B.S. assistance has enabled the Recreation Department to annually provide activities for over 4,000 youth with volunteer hours in the thousands and financial assistance to pay for the majority of the program expenses. The City of Lodi and the B.O.B.S. have worked together in their shared interest in youth sports programs.

B.O.B.S. OBJECTIVES

- To assist the Lodi Parks and Recreation Department in financing various programs for youth by participating in fund-raising activities.
- To bring to youth a deeper realization of the importance of sportsmanship and fellowship through participation in athletics.
- To serve as an advisory group and coordinate with the Lodi Parks and Recreation Department in all matters pertaining to joint program sponsorship, general program policies and rules and regulations.
- To serve in mutual cooperation with the Lodi Parks and Recreation Department in promoting and encouraging participation in competitive athletics by youths from ages 6 through 18.
- To increase interest and support in competitive athletics by involving a great number of adults, directly and indirectly, as volunteers in athletics at all levels and various program areas.
- To honor the outstanding volunteer personalities of the B.O.B.S. organization – coaches in the Lodi area and sponsors of youth teams.
- To serve as a social and a recreational outlet for adults sharing a common interest in sports.

HOW HAVE OBJECTIVES BEEN MET

The B.O.B.S. rely on the following committees and their volunteers to successfully bring sport programs to children:

Membership
Concession
Ad Hoc
Finance

Sponsorship
Fund-Raising
Equipment
Sports

Social, and Honor
Nominating/Screening
Tournaments

The Sports Committee in particular is active in evaluating programs, coaches, and implementing new programs. Evaluations by coaches are conducted at the end of each season. It gives the board members an indication of how the teams are progressing through the programs.

The B.O.B.S. quiet claim to fame, in addition to helping thousands of children each year, is their success in raising funds for park improvements. Following is a list of

specific projects that are still functioning and having a positive impact on the community.

1. Tony Zupo Field Batting Cages – Coordinated by the B.O.B.S. The project entailed raising \$4,500, plus materials, for the construction of a batting cage facility. Dave Comer and Al Smatsky, both city employees, constructed the project during off duty hours.
2. Salas Park Construction – The B.O.B.S contributed over \$50,000 in volunteer labor, materials, and equipment to the development of Salas Park. The park located in south Lodi was developed as a direct result of the B.O.B.S. concern for overcrowding at existing playing fields.
3. Salas Park Lighting – The B.O.B.S contributed over \$10,000 towards the installation of park lighting. The project enabled the use of four baseball diamonds in the evenings. The organization can also be credited with installing the original lighting system for the ballpark. Volunteers purchased and installed fixtures, erected poles, and worked with the city's Electric Utility Department to complete the project.
4. Lawrence School Irrigation System – The B.O.B.S. purchased and installed equipment for an irrigation system at Lawrence Elementary School with help for the City of Lodi. The system now covers 10 acres of ground. It irrigates two baseball/softball fields and 4 small soccer fields in the fall months.
5. Kofu Park and Salas Park Irrigation Systems - The B.O.B.S. assisted in the installation of infield irrigation systems at both Kofu and Salas Park baseball diamonds.
6. Football Stadium Press Box – When it came time to install a new press box in the city's football stadium the B.O.B.S. came forward with dollars in hand and assistance with construction activities. It helped the "Press Box Committee" to secure other community sponsors toward the project.
7. All baseball Parks – B.O.B.S. have donated scoreboards, field fencing, backstops, bleachers, and/or backstops in nearly every park that has a baseball/softball diamond.
8. Football Stadium Scoreboard – Once again the B.O.B.S. pulled through with a new scoreboard to grace the local football stadium. This was a cooperative effort with the Lodi School District and Pepsi Cola Bottling Company.

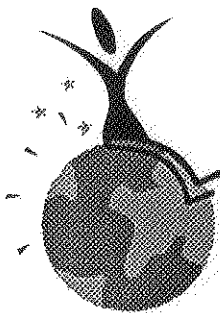
In addition to the aforementioned capital projects the B.O.B.S., with the help of the Sponsorship Committee, annually raise funds to sponsor over 300 youth sport

teams. The committee raises approximately \$50,000 towards this endeavor to accomplish general operating budget and capital improvement projects. Fund-raising has kept fees to participants very low and the organization funds scholarships to under-privileged youth. It is the organization's goal that every child be able to participate in community-wide sport programs.

With so many improvements to parks and facilities during the past 40 plus years it is difficult to chronicle and identify every project. However, if there was a need and no funding available, it was the B.O.B.S. who came forward time and time again to help keep youth sports activities alive in Lodi.

Former Parks and Recreation Director, Ron Williamson cites the success of the city's sports programs as a direct result of the B.O.B.S. involvement. According to Williamson, "the secret is recruiting community oriented citizens who have the dedication and conviction to carry forward quality public enrichment programs for youth."

The B.O.B.S. have conducted themselves as servants to the community with the common interest of bring quality sporting opportunities to each and every child in the city of Lodi. They have brought positive changes to Lodi.



RECENT B.O.B.S. IMPROVEMENTS

Salas Park

- Purchased and installed four (4) scoreboards
- Purchased and installed P.A. systems
- Purchased infield irrigation for Prep diamond
- Updated snack bar equipment
- Painted the snack bar
- Purchased and installed the football storage container
- Purchased additional fencing for seating area
- Painted the back stop area on each diamond

Zupo Field

- Purchased the new scoreboard (\$10,000)
- Participated in outfield renovation
- Participated in infield renovation
- Purchased new heating and air conditioning unit for the snack bar
- Renovated the press box
- Purchased and installed the air conditioning unit for the press box
- Contributed to the painting project

Kofu Park (Yamashita Field)

- Expanded the seating area by 25% (\$40,000)
- Added fencing and concrete to backstop
- Participated in the infield renovation and irrigation system

Parks & Recreation Office

- Contributes \$1,000-\$1,200 per year for equipment and supplies

Miscellaneous

- Purchased portable soccer goals for use at Peterson Park and Grape Festival Field
- Purchased 2 batting cages for Peterson Park
- Purchased breakaway rims for the Pavilion hoops

BOOSTERS OF BOYS/GIRLS SPORTS ORGANIZATION

PURPOSE OF THE B.O.B.S.

The purpose and goal of the Boosters of Boys/Girls Sports organization (B.O.B.S.) is to serve as a volunteer athletic organization promoting youth sport programs for Lodi and assist the Lodi Parks and Recreation Department in an advisory capacity.

The B.O.B.S. will assist the Lodi Parks and Recreation Department in securing volunteer coaches, financing youth sports programs, establishing committees for general operational assistance, and elect a Board of Directors to assist with the development of the administration and direction for all youth sports.

The B.O.B.S. will open all programs to any and all youth from the ages of 6 through 18 years of age and will not restrict participation because of race, religion, creed, and/or financial means.

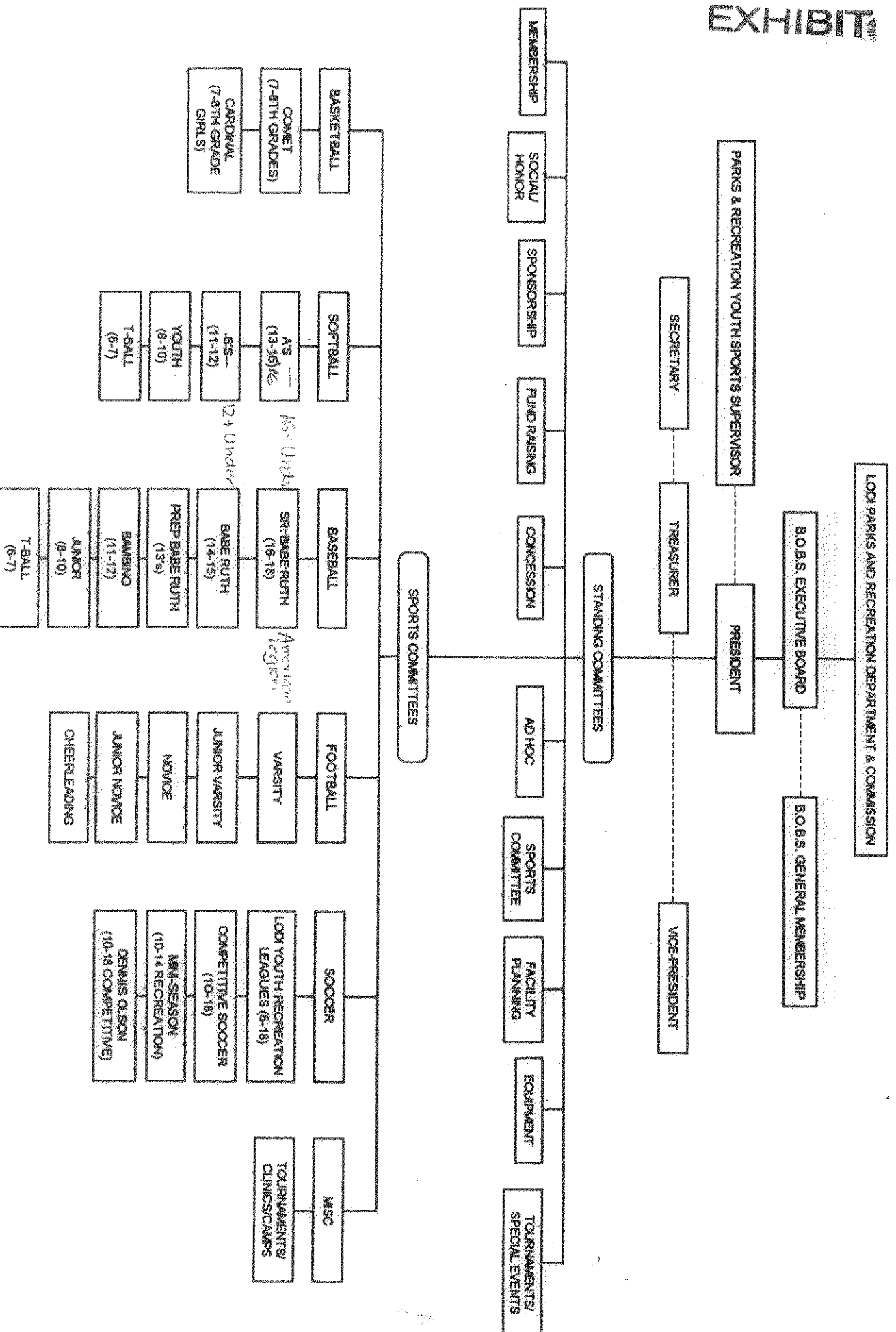
The B.O.B.S. will pay tribute to volunteers through honorary activities and awards as justified for the promotion of its membership.

The B.O.B.S. will work toward providing sports opportunities to youth at reasonable cost, and will involve itself in a variety of fund raising activities to meet this end.

9/2/92

BOOSTERS OF BOYS & GIRLS SPORTS ORGANIZATIONAL CHART

EXHIBIT H



BOOSTERS OF B. & GIRLS SPORTS ORGANIZATIONAL CHART

LODI PARKS AND RECREATION DEPARTMENT & COMMISSION

B.O.B.S. EXECUTIVE BOARD -----

B.O.B.S. GENERAL MEMBERSHIP & GIRLS SPORTS

Parks & Recreation Youth Sports Supervisor ----- President

Secretary -----

Treasurer -----
(Finance Committee)

Standing Committees

Vice President

Membership	Social/Honor	Sponsorship	Concession	Ad Hoc	Protest	Coach	Equipment	Tourn/Special Events
		Fund Raising						

Sports Committees

Basketball	Softball	Baseball	Football	Soccer	Misc.
Comet Jr High (6-8th grades)	Jr Olympic A's (13-15)	Sr. Babe Ruth (16-18)		Lodi Youth Recreation Leagues (6-18)	Tournaments Clinics/Camps
	Jr Olympic B's (11-12)	Babe Ruth (14-15)		Select Soccer (10-16)	
	Jr Olympic Jr (8-10)	Prep Babe Ruth (13's)			
	T-Ball (6-7)	Bambino Baseball (11-12)			
		Junior Baseball (8-10)			
		T-Ball (6-7)			



M E M O R A N D U M F R O M T H E
O F F I C E O F T H E C I T Y
A T T O R N E Y

DATE: April 28, 1998

TO: Honorable Jack A. Sieglock, Mayor

FROM: Randy Hays, City Attorney *Randy*

RE: Commission/Committee Report

The attached is a report regarding commissions and committees. The format is designed to indicate the legal basis for formation or existence. As can be seen, several groups have been formed with little or no formality in terms of underlying authority either at the state or local level. Minute action was used to establish some fairly high profile bodies upon which the City Council has relied.

The fact that the minute action was utilized as the establishing methodology made it very difficult to find out what was expected of a group as well as understanding how groups were to operate. In a couple of instances documents indicate that a group is to function under the "auspices" of the City Council. That word is defined in Webster's New Collegiate Dictionary as "kindly patronage and guidance." That concept seems to fall somewhat short of being an arm of the City with the liabilities associated with groups' activities being assumed by the City. For example, I have been advised that it was the understanding of those involved with the Eastside Improvement Committee that the City was insuring them and assuming any liabilities associated with their activities. Indeed that may have been the Council's intent. If so, I would suggest that there should be considerably more formalization of the relationship.

There is precedent for such a relationship. It exists between B.O.B.S. and the City. I was surprised when I read the agreement between the City and B.O.B.S. First, B.O.B.S. does not have any link to the City Council. Its activities are directed by and they are responsible to the Parks and Recreation Department. The City however has agreed to hold harmless and indemnify B.O.B.S. as well as providing coverage up to \$250,000.00 for activities, which are directed or supervised by a member of B.O.B.S. In this instance there is at least an agreement in place which sets out the City's understandings and obligations.

Overall, my recommendation would have to be that more formalization is needed. Ordinances should be put into place, which clearly set out operational terms as well as the duties and powers of the body.

Recreation Commission:

Education Code §10900 et. seq. - provides for the establishment of a board of recreation commissioners pursuant to the authorization to establish Community Recreation Programs.

City Council Resolution No. 3293 adopted August 6, 1969 establishes the Commission and sets out its duties. This resolution is the 4th in a series that establishes the Commission and appears to be the last point in time when the Council dealt with the question.

Commission consists of five members - one of which shall be a representative of the Lodi Unified School District (LUSD) - each of whom shall be appointed by the Mayor with Council approval. LUSD member is to be recommended to the Mayor by the Superintendent of Schools of the LUSD.

Powers are pursuant to Education Code §10900 et. seq.

Commission is advisory to City Council - any decisions can be appealed to City Council.

Staff Liaison: Parks and Recreation Director

Boosters of Boys/Girls Sports:

A private non-profit which runs, promotes, supports and funds recreation programs in conjunction with the City. Pursuant to Section V, Subsection 2 of the B.O.B.S. By-Laws, the Parks and Recreation Department has a staff member designated as a member of the Board of Directors. The City as well entered into an agreement with B.O.B.S. in 1987. As far as I can determine, the agreement is still in place.

Adult Sports Advisory Board:

- Department created
- 11/12 members.
- Established 20 years ago.
- Assist Parks & Recreation in making decisions regarding rules, rosters, leagues, classifications, discipline, facility evaluation, national tournaments.

Nature Area Advisory Committee:

- Commission created - 5 members.
- Established 7 to 8 years ago.
- Advises Commission regarding Lodi Lake Nature Area.

B-1

Jennifer Perrin

From: Susan Blackston
Sent: Monday, November 10, 2003 1:56 PM
To: 'Alice Synoground'
Cc: City Council; Dixon Flynn; Randy Hays; Tony Goehring
Subject: RE: Bob's Meeting

Dear Ms. Synoground:

This reply is to confirm that your message was received by the City Clerk's Office and each member of the City Council. In addition, by copy of this e-mail, we have forwarded your message to the following departments for information, referral, or handling: 1) City Manager, 2) City Attorney, and 3) Parks and Recreation.

Thank you for expressing your views.

/s/ Susan J. Blackston, City Clerk

-----Original Message-----

From: Alice Synoground [mailto:mas@usaprogrip.com]
Sent: Monday, November 10, 2003 1:18 PM
To: Susan Blackston
Subject: Bob's Meeting

Please support the enactment of an ordinance that would force all individuals that are in the position of working with our Lodi youth, to be fingerprinted and background checked. I also feel that any organization dealing with our children should ALWAYS have meetings that are open to the public. There should be nothing to hide. I would like to see board members for BOBS appointed by the City Council. This appears to be an organization that is in need of all new leadership.

Thank you,
Alice Synoground
Lodi

B-1

Jennifer Perrin

From: Susan Blackston
Sent: Monday, November 10, 2003 1:58 PM
To: 'John E. Johnson, CFA'
Cc: City Council; Dixon Flynn; Randy Hays; Tony Goehring
Subject: RE: Meeting regarding the BOBS

Dear Mr. Johnson:

This reply is to confirm that your message was received by the City Clerk's Office and each member of the City Council. In addition, by copy of this e-mail, we have forwarded your message to the following departments for information, referral, or handling: 1) City Manager, 2) City Attorney, and 3) Parks and Recreation.

Thank you for expressing your views.

/s/ Susan J. Blackston, City Clerk

-----Original Message-----

From: John E. Johnson, CFA [mailto:john@johnjohnson.com]
Sent: Monday, November 10, 2003 1:27 PM
To: Susan Blackston; Bob Johnson; Scott Davis - Parks Comm; Scott Davis Work - Parks Comm; Ken Sasaki; Emily Howard; John Beckman; Larry Hansen; Keith Land; Susan Hitchcock - Ext; Susan Hitchcock
Cc: Zach Leach; Tom Alexander; Fran Lively
Subject: Meeting regarding the BOBS

Unfortunately, I cannot attend tonight's meeting regarding the BOBS and thus I would like to provide you with my comments in writing.

First, let me tell you that I am not and never have been a member of the BOBS. Having said that, I am a friend of the BOBS. I grew up playing in their programs and have coached in their basketball and baseball programs. As a matter of fact, tonight is the first practice of my tenth consecutive season in BOBS' Comet Basketball program.

Second, because of my experiences in other communities and my research into other programs, I believe that I can address how the BOBS compares to others.

The thing that makes the BOBS unique is its relationship with the City. It is also this relationship that I think is misunderstood by the public. I know that when most parents arrive at the Parks and Recreation Department that they believe it is a City of Lodi program when it may be a BOBS program that the City is facilitating. While the organizer of the program may need to be made more clear, this relationship must continue.

Through my own experiences I know that in most other cities that kids cannot go to their local recreation department and sign up for nearly all sports. Instead, they need to find the appropriate person and then sign up and hope the team isn't full. When I coached Babe Ruth baseball in San Marino, California, we didn't accept signups, we recruited our players and that was how it was done in our entire league. Our league meetings were held in the living room of the person that organized the league. This meant that we were one illness or car wreck

11/10/2003

from the league ending. With the BOBS, all the kids get a chance and the risk of losing a program does not exist.

Regarding baseball, the BOBS uses Babe Ruth and not Little League of America. If people say this is wrong, it is important that you know some facts. First, from a baseball perspective, it is my opinion that neither program is better than the other. While people may disagree with me, I think I have experience to support my opinion. Second, if Lodi were to go with Little League of America, they would need three different leagues as Little League of America has population restrictions. This would clearly be worse than the current system where all the kids in Lodi get to play in the same system/league.

Regarding basketball, the Comet and Cardinal programs are second to none. The kids get great facilities, quality officials and 15 or so games not to mention numerous practices. Anyone that says that this program needs to be changed is wrong. (Having said that, the 6th grade and under program need serious help but it is my understanding that it is not a BOBS program.)

While I think the BOBS is a great organization with many hardworking individuals, it is an organization that is not perfect. I think the BOBS could benefit by making the following changes.

- Use a smaller baseball diamond for 13 year-olds. Some in the organization will say it is not possible. Babe Ruth says it can be done. From a facilities perspective, it can also be done as proven at Blakely Park.
- Identify their baseball teams by major league nicknames. Babe Ruth says you can so why not? This would make it more fun for the kids. We use NBA teams in Comet and I don't understand the difference.
- Make sure that the kids live in LUSD. While I would like to see kids in Lodi get preference in programs that are full by using a preferential signup period, that issue is not going to change. Since it won't change, the BOBS should do a better job of making sure kids live in LUSD. I have in the past had basketball players from Sacramento and Walnut Grove on my Comet team. (That should say something about the quality of the program.) This year I have a player that lives in Stockton but outside LUSD. This is not fair when programs are full and kids from Lodi are excluded.
- Tell people where the money goes. I have asked members of the BOBS where the program fee goes and they don't know. When a kid pays \$35 to play basketball, where does it go? Does the City get some of it or all of it? Do the BOBS get it all? Where does the non-resident fee go? This could be solved by providing parents, at the time of signup, with a simple percentage breakdown of where the fee goes. It would also show these parents that they are getting a great deal for their money.
- Consider a facilities charge. I think the City should work with the BOBS and/or the Lodi Sports Foundation to add a charge to the fee for each program that will go directly into an account that can only be used for new facilities or improvements to current facilities. The account should be an account for the BOBS or the Lodi Sports Foundation and not an account of the City. While the amount generated from this account would not be great, it would be a contribution to the facilities that the City hopes to build. (I think all the programs - BOBS, Lodi City Swim Club and non-BOBS should all pay into the same fund.)

I hope that after tonight you will all agree that the relationship between the City and the BOBS is great for all - kids, parents and coaches. I hope you all also understand that while

the BOBS and the City have a unique relationship that the BOBS is also an independent organization that does not have to follow what the City says. I would hope, however, that when the City has suggested changes that the BOBS would listen carefully. After all, without the unique relationship that the BOBS has with the City, the BOBS would likely fall. Like all large organizations, they may need to address some small issues but for the most part they do a great job.

John E. Johnson, CFA
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106 S. Orange Avenue
Lodi, California 95240
209-369-1451
209-369-3032 FAX
john@johnejohnson.com

Susan Blackston

B-1

From: Susan Blackston
Sent: Monday, November 10, 2003 2:23 PM
To: 'Cathy Mason'
Cc: City Council; Randy Hays; Dixon Flynn; Tony Goehring
Subject: RE: Joint Meeting of City Council & Rec. Commission/Monday Nov. 10th.

Dear Ms. Mason:

This reply is to confirm that your message was received by the City Clerk's Office and each member of the City Council. In addition, by copy of this e-mail, we have forwarded your message to the following departments for information, referral, or handling: 1) City Manager, 2) City Attorney, and 3) Parks and Recreation.

Thank you for expressing your views.

/s/ Susan J. Blackston, City Clerk

-----Original Message-----

From: Cathy Mason [mailto:cgm@usaprogrip.com]
Sent: Monday, November 10, 2003 12:27 PM
To: Susan Blackston
Subject: Joint Meeting of City Council & Rec. Commission/Monday Nov. 10th.

The matter before the council regarding the BOBS organization is of concern to me since my grandson participates in Lodi youth sports. We look to our elected and appointed officials of Lodi to protect our youth and to do what is right for our community. Therefore, please apply the Public Resources Code to all volunteers which would include the BOBS Board of Directors and require that they abide by state laws.

Thank you,
Catherine Mason

11/10/2003

filed 11-10-03
Bernasconi

HOW DO WE MAKE THE RELATIONSHIP BETWEEN THE BOBS & THE CITY BETTER?

Since 1993 the California Public Resources Code § 5164 has required Cities and Counties to make inquiries into the criminal history of applicants for positions having authority over minors on public schools, parks & recreational facilities.

Below are 9 of the 36 crimes, which disqualify an applicant from having authority over minors forever,

YES NO

1. Have you ever been convicted of sexual assault or assault with intent to commit mayhem?	
2. Have you ever been convicted of unlawful sexual intercourse with a person under age 18?	
3. Have you ever been convicted of rape?	
4. Have you ever been convicted of the rape of a spouse?	
5. Have you ever been convicted of willful harm or injury to a child?	
6. Have you ever been convicted of child endangerment?	
7. Have you ever been convicted of corporal punishment or injury to a child?	
8. Have you ever been convicted of willful infliction of corporal injury to a spouse, former spouse, cohabitant, or mother or father of your child?	
9. Have you ever been convicted of any sexual crime or offense?	

Unfortunately, the City of Lodi never fully implemented these public safety screening standards.

As a result, the Boosters of Boys and Girls Sports (BOBS), which administers Youth Sports Programs on behalf of the City has knowingly installed Blaine DeJong as President who had been convicted of infliction of corporal injury to a spouse and had disobeyed the City Attorney's directives to cease authority over minors as required by the Public Resources Code.

BOBS' Board claims that the California Public Resources Code and the Brown Act do not apply to BOBS Board members and our City Attorney maintains that the City cannot require BOBS Board members to obey these laws because,

"The BOBS organization is not under the jurisdiction of the Lodi City Council. Governance by its Board is solely a matter for BOBS to consider."

Yet the City of Lodi must indemnify BOBS' Board members for up to a quarter of a million dollars.

To add insult to injury, the Department of Justice sponsored Senate Bill 900 in 2002 to clarify what criminal background information could be released to Cities, which may have unintentionally altered the reference to the Public Resources Code's disqualifying convictions.

The DOJ has drafted a bill to eliminate any ambiguity that SB 900 may have created. **However, this bill cannot become effective until 2005.** In the interim, the DOJ has indicated that Cities may adopt local standards to protect their youth.

Therefore, the City should take following steps to protect the City, its Taxpayers and most importantly our Youth:

1. The City should have the ability to screen and select the BOBS Board Members because it must indemnify them.
2. The City should have the ability to require the BOBS to adhere to all applicable laws, rules and regulations.
3. The City's indemnification of the BOBS should be reciprocal and conditional on BOBS' adherence with all laws and directives from the City.
4. The City must set local public safety screening standards to supplement those that protected minors from violent or sexual criminals that may have been nullified by the 2002 revisions to SB 900 which can't be rectified until 2005.
5. BOBS must administer public assets in accordance with the Brown Act, just like the City Council or the Recreation Commission.

Ron Bernasconi's Presentation to the Joint Meeting of the City Council and Recreation Commission

HOW DO WE MAKE THE RELATIONSHIP BETWEEN THE BOBS & THE CITY BETTER?

According to the **1st attachment**, "The Boosters of Boys and Girls Sports (BOBS) organization is an independent association and is not under the jurisdiction of the Lodi City Council. Governance by its Board is solely a matter for BOBS to consider."

Therefore, the City of Lodi does not have the ability to select BOBS Board members or require them to obey the law. Yet, the City must indemnify BOBS Board members for up to a quarter of a million dollars, which is a recipe for disaster.

We propose the following plan to protect the City from the liability created by indemnifying BOBS Board Members and set local standards to replace those that protected minors from violent or sexual criminals that may have been nullified by the 2002 revisions to SB 900, which cannot be rectified by legislation until 2005.

The following steps must be taken to protect the City, its Taxpayers and most importantly our Youth:

1. The City should have the ability to screen and select the BOBS Board Members because it must indemnify them.
2. The City should have the ability to require the BOBS to adhere to all applicable laws, rules and regulations.
3. The City's indemnification of the BOBS should be reciprocal and conditional on BOBS adherence with all laws and directives from the City.
4. The City should set local public safety screening standards to replace those that protected minors from violent or sexual criminals that may have been nullified by the 2002 revisions to SB 900, which cannot be rectified until 2005.
5. BOBS must administer public assets in accordance with the Brown Act, like the City Council or the Rec Commission.

THE STATE REQUIRES LODI TO SCREEN VOLUNTEERS WHO ACT ON BEHALF OF THE CITY

Please see the **2nd attachment**, which is an August 2001 memorandum from the City's Human Resources Director to its Parks and Recreation Director that discusses the State Laws that required fingerprinting of recreation program volunteers, which apply to all volunteers not just coaches.

The fact that the Public Resources Code applies to all volunteers is underscored by the **3rd Attachment**, which is a declaration signed by 7 current and former BOBS Board Members that declares that BOBS Board Members have supervisory and/or disciplinary authority over minors on City operated parks, playgrounds and recreational centers.

Attachment 4 is a questionnaire prepared by a law firm to bring cities into compliance with the 1993 Public Resources Code that lists the disqualifying convictions, which prohibits a volunteer from having authority over any minor forever.

It is important to note that this questionnaire is consistent with the August 2001 memorandum from the City's Human Resources Director to its Parks and Recreation Director.

Unfortunately, this public safety screening standard that was established by a 1993 state law was never fully implemented.

As a result, BOBS President was allowed to remain in a position of authority over minors with a disqualifying violent criminal conviction who recently solicited another minor that he employed to assault our son, which exposes various individuals and entities to liability.

All this would have been avoided if a 1993 State Law had been applied in accordance with the Memorandum from the City's Human Resource Director to the Parks and Recreation Director back in 2001.

We value the City of Lodi and the BOBS and want to give them every opportunity to protect themselves from any liability, which has been created. However, we are getting to the point where we can no longer turn the other cheek.

THESE EVENTS UNDERSCORE THE IMPORTANCE OF ENACTING A LOCAL STANDARD TO PROVIDE THE PROTECTION THAT SHOULD HAVE BEEN IN PLACE SINCE 1993.

Attachment 5 is a letter that indicates that last year the Department of Justice sponsored Senate Bill 900 to clarify what criminal background information could be released to Cities.

Unfortunately, SB 900 may have unintentionally altered the reference to the Public Resources Code's disqualifying convictions that are listed on Attachment 4. The DOJ has drafted a bill to resolve any ambiguity that SB 900 may have created.

However, this bill cannot become effective until 2005.

In the interim, we need a local ordinance to protect our youth when they participate in Youth Sports Programs on public schools, parks and recreational facilities in Lodi from anyone convicted of the crimes listed on **Attachment 4.**

We request this Council adopt an ordinance that prohibits anyone who cannot answer no to all the questions listed in Attachment 4 from having authority over minors on public schools, parks and recreational facilities in Lodi.

WE CANNOT INDEMNIFY THOSE WHO ARE NOT SELECTED BY OR ACCOUNTABLE TO THE CITY

The BOBS administers Lodi Youth Sports Programs on behalf of the City and has knowingly installed its current President who had been convicted of willful infliction of corporal injury to a spouse after he disobeyed the City Attorney's directives to cease authority over minors as required by the Public Resources Code.

We have advised Staff and the City Council that several other BOBS Board members who are also City employees, have been involved in the violation of various State Laws and/or BOBS Bylaws.

On **August 14, 2003**, these advisories were reiterated to the City Manager and we gave the City Manager a copy of the agreement between the City and the BOBS, which is the **6th Attachment** that states:

"It is acknowledged and agreed that the Director of the City's Park & Recreation Department shall be the authorized person to assign and direct the members of BOBS in their participation of the sports and recreation program of City."

In response, the City Manager said he wanted to know about the misconduct of any City Employee that also served on BOBS Board.

However, **Attachment 7**, which is the October 22, 2003 response by the Parks and Recreation Director, makes it clear that no such investigation was made when it stated,

"No such investigation has been conducted."

This lack of oversight was further evidenced by a subsequent response from the Parks and Recreation Director, which stated,

"Former BOBS board members, Tony Alegre, Tim Greenmyer and Joe Mariani have not been interviewed by the current Parks and Recreation Director, Tony Goehring."

So no attempt to interview former BOBS Board Member was made.

Nor was there any attempt to investigate the misconduct of the current BOBS Board Member, which we must indemnify.

Yet, the agreement between the City and the BOBS that creates a contractual obligation to;

"hold, BOBS, its officers and directors free from any suit, action or claim for damage, up to a maximum of \$250,000, that may or might be filed by reason of injury to participants in City's sports and recreation programs, which program may at that particular time be under the direction or supervision of a member of BOBS."

The fact that the City must indemnify BOBS Officers and Directors is troubling in light of the City Attorneys' claims that the City cannot set standards or control the conduct of the BOBS because the BOBS is a separate legal entity.

Such a delegation of public authority would be illegal according to Egan v. San Francisco (1913)165 Cal. 576, 583-584, which invalidated a contract between San Francisco and a private corporation, **where the city had not retained sufficient control over operations to protect the public interest for the delegation to be valid.**

Moreover, the City has more control over BOBS operation that we have been led to believe.

Once again, the Agreement between the City and the BOBS that states,

"It is acknowledged and agreed that the Director of the City's Park & Recreation Department shall be the authorized person to assign and direct the members of BOBS in their participation of the sports and recreation program of City."

The **8th Attachment** is Page 1 of the BOBS' Bylaws which state that the specific purpose of the BOBS is,

"To serve as an advisor to and coordinate with the Lodi Parks and Recreation Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations."

Clearly, the BOBS is to serve as an advisor to the Lodi Parks and Recreation Department, which is headed by the Parks and Recreation Director who reports to the City Manager who reports to the City Council.

Not only does the City have more control over the BOBS than has been acknowledged, the City Attorney indicated on October 15, 2003, that past efforts to more clearly set out the duty and powers of the respective parties were abandoned because BOBS was a sacred cow.

Now, just because obeying the law may be politically hard to do, doesn't mean it's ok to concoct a legal rationale to look the other way or fail to take steps to revise the rules of the relationship to protect the City, its Taxpayers and our Youth.

The truth is that Cities often require separate legal entities to obey laws and regulations even when the City and the separate legal entity share no joint duties or obligations.

Obviously, it is even more important to be able to require compliance with the Law when the City has a relationship with a separate entity, which creates joint duties and obligations like the relationship between the BOBS and the City.

Moreover, contracts often require a separate legal entity to obey all applicable governmental laws and regulations.

Simply put, the City does not have to have control over BOBS' corporate structure to require the BOBS to obey the Law.

When you think about it, the City's relationship with the BOBS is in many ways analogous to a Landlord / Tenant relationship because the BOBS like a Tenant has been given the right to occupy, use and control the City's real property and conducts public activities on the City's properties, which can create liability.

To manage this type of risk, most leases require the separate legal entity who occupies, uses or controls the property of another to indemnify the property owner who has relinquished or diminished control over their property.

This means the BOBS should indemnify the City or at least the indemnifications should be reciprocal and conditional on obeying all laws and the City's policies, procedures and directives.

Clearly, the agreement by City to indemnify the BOBS is inadequate and inequitable given the nature of the relationship of the parties and Staff's claims that the BOBS, "is an independent association and is not under the jurisdiction of the Lodi City Council. Governance by its Board is solely a matter for BOBS to consider."

In addition to changes to the indemnification provision, which are necessary to protect the City we believe that any agreement between the City and the BOBS should allow each City Council member to nominate 5 new BOBS Board Members.

These nominees could be current, former or new board members, which do not have disqualifying convictions and/or have not violated any state law(s) regarding the open governance of public assets and/or BOBS Bylaws.

This would be very similar to the authority granted to the City Council when the East Side Improvement District allowed the City Council to approve its Board Members in consideration of the indemnification they received from the City.

FINALLY, WE NEED TO ADMINISTER PUBLIC ASSETS OPENLY

To stop the continued violation with California's open government laws, any agreement between the City and the BOBS should contain the following truthful recitals or acknowledgements;

"The City played a role in the creation of the BOBS and that the City has delegated the authority to administer Lodi Youth Sports Programs to the BOBS."

along with an acknowledgement, which is consistent with the Declaration that has been signed by several current and former BOBS' Board Members, which states:

"BOBS Board Members have supervisory and/or disciplinary authority over minors on City operated parks, playgrounds and recreational centers,"

These steps are all that's necessary to invoke the protections intend by the Public Resources Code, administer Lodi Youth Sports programs in accordance with California's open government laws, and protect the City, its Taxpayers and our Youth.

Thank you for your consideration. I would be happy to answer any questions you may have.

CITY COUNCIL

SUSAN HITCHCOCK, Mayor
EMILY HOWARD
Mayor Pro Tempore
JOHN BECKMAN
LARRY D. HANSEN
KEITH LAND

CITY OF LODI

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H. DIXON FLYNN
City Manager
SUSAN J. BLACKSTON
City Clerk
RANDALL A. HAYS
City Attorney

January 2, 2003

Yolanda Bernasconi
3019 Oak Knoll Way
Lodi, CA 95242

**RE: REQUEST TO APPEAR BEFORE COUNCIL TO DISCUSS BLAINE
DEJONG'S PAST CRIMINAL CONVICTIONS AND THE LACK OF
ACCOUNTABILITY OF BOBS BOARD OF DIRECTORS**

The City Clerk's Office is in receipt of your correspondence regarding the above subject dated December 31, 2002. This letter is to inform you that in addition to providing a copy to the City Council we have forwarded your correspondence to the following departments for information, referral, or handling: 1) City Manager; 2) City Attorney; and 3) Parks and Recreation.

The Booster of Boys and Girls Sports (BOBS) organization is an independent association and is not under the jurisdiction of the Lodi City Council. Governance by its Board is solely a matter for BOBS to consider. The City Attorney in consultation with the City Manager therefore advises that this matter will not be placed on the City Council agenda. You may however, if you choose to, appear at any City Council meeting and address the Council under the agenda title, "Comments by the Public on Non-Agenda Items."

Should you have any questions, please feel free to contact my office or City Attorney Randall Hays at (209) 333-6701.

Sincerely,



Susan J. Blackston
City Clerk


SJB/jmp

cc: City Council
City Manager
City Attorney
Parks and Recreation Director

Memorandum

City of Lodi Human Resources Department

TO: Roger Baltz, Parks and Recreation Director

FROM: Joanne M. Narloch, Human Resources Director 

DATE: August 29, 2001

SUBJECT: Mandatory Fingerprinting Program

Over the past month we have been discussing the application of the law as it relates to the fingerprinting of recreation program employees and volunteers who work with minors.

You have asked for some clarification regarding specifically who is precluded from working with children. Unfortunately, the answer to that question is not black and white, and is subject, in some cases, to the City's policies and discretion. That being said, I will provide you with the foundation and summary of the law.

To protect the interests of minors, three types of general crime categories are considered as "disqualifying violations" when a criminal history report is issued for employees and volunteers: sex crimes convictions, drug crime convictions, and violent crime convictions.

For convictions of sex crimes, (generally Penal Code Section 220, 261.5, 262, 273a and d, 273.5 and any sex offense in Section 290), a person is precluded from working with children forever.

For convictions of drug crimes, (generally Health and Safety Code 11000) a person is precluded from working with children if they have been incarcerated for any of these offenses within the preceding 10 years or if they have three or more misdemeanor or felony convictions in the preceding 10-year period.

For convictions of violent crimes, (generally Penal Code 207, 211, 215, 236, 240, 667.5), a person is precluded from working with children if they have been incarcerated for any of these offenses within the preceding 10 years, or if they have three or more misdemeanor or felony convictions in the preceding 10 year period.

Additionally, the City reserves the right to preclude anyone from working who may have been convicted of a violation of the law that would have an adverse impact on the City's operation.

DECLARATION OF CURRENT AND FORMER BOBS BOARD MEMBERS

As current and former BOBS Board members, we declare the following based on our knowledge of BOBS' Bylaws, BOBS Agreement with the City of Lodi and our experience serving on the BOBS Board of Directors:

We have or have had supervisory and/or disciplinary authority over minors on City operated parks, playgrounds or recreational centers used for recreational purposes.

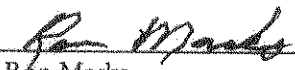
We sit or have sat on appeal panels, which discipline minors and/or determine if minors can participate in Lodi Youth Sports programs.

Our authority determines whether minors were released to participate in programs in other jurisdictions when minors do not want to or participate in comparable programs offered by Lodi Parks and Recreation Department.


We run or have run tryouts, tournaments and events on City operated Schools, Parks and Playgrounds.

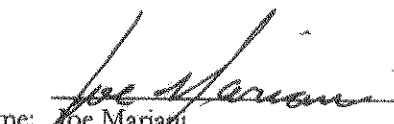
BOBS' Bylaws and BOBS' agreement with Lodi establishes that all BOBS Members are volunteers who act on behalf of the City of Lodi and that we serve in an advisory and coordinating capacity to the Lodi Parks and Recreation Department on matters pertaining to rules and regulations, which pertain to youth from ages 6 through 18.


We declare these facts to true and correct to the best of our knowledge and belief.


By: 
Print Name: Ron Marks
Date: September 19, 2003

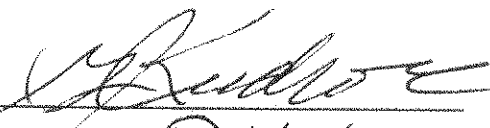
By: 
Print Name: Tony Alegre
Date: September 19, 2003

By: 
Print Name: Tim Greenmyer
Date: September 26, 2003

By: 
Print Name: Joe Mariari
Date: September 27, 2003

By: 
Print Name: WES OHLHAUSER
Date: September 28, 2003

By: 
Print Name: JOHN PATSCHAUER
Date: September 29, 2003

By: 
Print Name: GARY J. KEADOW
Date: September 8, 2003

By: _____
Print Name: _____
Date: September __, 2003

JENKINS & HOGIN, LLP

A LAW PARTNERSHIP

MICHAEL JENKINS

1325 NINETEENTH STREET

CHRISTI HOGIN

MANHATTAN BEACH, CALIFORNIA 90266

(310) 939-1736 • FAX (310) 939-1726

www.LocalGovLaw.com

WRITER'S EMAIL ADDRESS:
MJENKINS@LOCALGOVLAW.COM

April 29, 2002

Public Resources Code § 5164 Supplemental Questionnaire

Attached is a supplemental questionnaire designed to bring cities into compliance with Public Resources Code § 5164. This section requires public employers to make specific inquiries into the criminal history of all applicants for positions involving supervisory or disciplinary authority over any minor.

A "yes" answer to any of these questions will disqualify an applicant, with two exceptions. First, if an applicant answers "yes" to any of the questions 11 through 18, the city will need to determine whether or not that conviction was classified as a felony or a misdemeanor. If it was a felony conviction, it is disqualifying. If it was a misdemeanor conviction, then that offense alone is not disqualifying unless the applicant has a total of three or more misdemeanor or felony convictions for any of the offenses listed on the questionnaire in the last 10 years. Second, a "yes" answer to question 10.1 or 10.2 is not disqualifying unless the corresponding subquestion is also answered in the affirmative.

Section 5164 also requires criminal background checks on all applicants for positions involving supervisory or disciplinary authority over any minor.

SUPPLEMENTAL QUESTIONNAIRE

Pursuant to California Public Resources Code § 5164, this form must be completed by all applicants for positions involving supervisory or disciplinary authority over any minor. Please complete both sides of the page.

	YES	NO
1. Have you ever been convicted of sexual assault or assault with intent to commit mayhem?		
2. Have you ever been convicted of unlawful sexual intercourse with a person under age 18?		
3. Have you ever been convicted of rape?		
4. Have you ever been convicted of the rape of a spouse?		
5. Have you ever been convicted of willful harm or injury to a child?		
6. Have you ever been convicted of child endangerment?		
7. Have you ever been convicted of corporal punishment or injury to a child?		
8. Have you ever been convicted of willful infliction of corporal injury to a spouse,		

former spouse, cohabitant, or mother or father of your child?	
9. Have you ever been convicted of any sexual crime or offense?	
10. Have you ever been convicted of any of the following crimes or of an attempt to commit any of the following crimes?	
10.1 Kidnapping?	
10.1.1 If yes, were you convicted of kidnapping or attempted kidnapping with the intent to commit rape, sodomy, lewd or lascivious acts, oral copulation, or forcible acts of sexual penetration?	
10.2 Kidnapping for ransom?	
10.2.1 If yes, were you convicted of kidnapping for ransom or attempted kidnapping for ransom with the intent to commit rape, sodomy, lewd or lascivious acts, oral copulation, or forcible acts of sexual penetration?	
10.3 Sexual battery?	
10.4 Aiding, abetting or soliciting the rape, rape of a spouse, or forcible acts of sexual penetration?	
10.5 Enticement of an unmarried minor female for purposes of prostitution?	
10.6 Aiding and abetting the enticement of an unmarried minor female for purposes of prostitution?	
10.7 Inducing sexual intercourse with another when the other's consent is procured by false pretenses with the intent to create fear?	
10.8 Pimping of a minor?	
10.9 Pandering of a minor?	
10.10 Procurement of a child under 16 years of age for lewd or lascivious acts?	
10.11 Abduction (taking away) of a person under age 18 for purposes of prostitution?	
10.12 Aggravated sexual assault of a child?	
10.13 Incest?	
10.14 Sodomy?	
10.15 Lewd or lascivious acts or the solicitation of the same?	
10.16 Oral Copulation?	
10.17 Continuous sexual abuse of a child?	
10.18 Forcible acts of sexual penetration or the solicitation of the same?	
10.19 Selling, distributing, printing or exhibiting of child pornography?	
10.20 Sexual exploitation of a child?	
10.21 Employment or use of a minor to perform prohibited acts?	
10.22 Advertising child pornography?	
10.23 Possession of child pornography?	
10.24 Annoying or molesting a child under 18?	
	YES NO
10.25 Solicitation of rape by force or violence, sodomy by force or violence, or oral copulation by force or violence?	
10.26 Indecent exposure?	
10.27 Procuring, counseling, or assisting any person to commit indecent exposure?	
10.28 Contributing to the delinquency of a minor?	
10.29 Sending harmful material to a minor with the intent to seduce said minor?	
11. Have you ever been convicted of armed robbery?	
12. Have you ever been convicted of armed carjacking?	
13. Have you ever been convicted of assault or attempted murder of a public official?	
14. Have you ever been convicted of false imprisonment?	
15. Have you ever been convicted of assault?	
16. Have you ever been convicted of battery?	
17. Have you ever been convicted of murder?	
18. Have you ever been convicted of mayhem?	
19. Have you ever been convicted of a crime that requires you to register as a sex offender in the State of California?	

CERTIFICATION OF APPLICANT

I hereby certify that all responses herein are true and correct, and I understand and agree that any misstatement or omission of material fact may cause forfeiture on my part of all rights to employment by this City.

Date: _____ Signature: _____



1300 I STREET, SUITE 125
P.O. BOX 944255
SACRAMENTO, CA 94244-2550

Public: (916) 445-9555
Telephone: (916) 324-5284
Facsimile: (916) 322-2630

October 22, 2003

Ron and Yolanda Bernasconi
3019 Oak Knoll Way
Lodi, CA 95242

RE: Penal Code Section 11105.3

Dear Mr. and Mrs. Bernasconi:

Senator Ortiz's office forwarded to me your e-mail letter dated October 14, 2003 and your follow-up e-mail dated October 21, 2003.

Last year, the Department of Justice sponsored Senate Bill 900, which we asked Senator Ortiz to author. As explained in the Legislature's findings and declarations, the bill was "necessary to address through consolidation the problem of numerous overlapping statutory criteria for the dissemination of state summary criminal history information for the purposes of protecting California's citizenry." The Legislature further found and declared that the then-existing "complexity of the statutory criteria provid[ed] a disservice both to applicants and to the most vulnerable members of society because the complexity could lead to mistakes, omissions, and delays in the processing of state summary criminal history information for employment, licensing, and certification purposes."

The purpose of the bill, which amended sections in the Penal Code, was to consolidate the statutory criteria for state summary criminal history information dissemination, i.e., the information that the Department of Justice is authorized to release to applicant agencies. It has been brought to our attention that the bill may have unintentionally altered the disqualification provisions of Public Resources Code section 5164, which are incorporated by reference to another statute. Whether or not this is a correct conclusion, we have decided the best and most efficient means of clarifying the matter is through new legislation.

Accordingly, now that this issue has been brought to our attention, we have drafted language for a bill to resolve any latent ambiguity that SB 900 may have been created regarding Public Resources Code section 5164. Senator Ortiz has agreed to author the bill, which will be introduced when the Legislature reconvenes.

Ron and Yolanda Bernasconi
October 22, 2003
Page 2

Implementation of section 5164, as it currently exists, is a matter for the cities and counties. We are not aware of any draft resolutions or guidelines for them to employ in applying the law, but the City Attorneys and County Counsels could certainly provide that guidance.

You asked what the penalty was, under the prior law, for failing to comply with the hiring prohibition. Because this is not an area within the purview of the Department of Justice, this question would best be directed to a City Attorney, County Counsel, or a private attorney.

Sincerely,

A handwritten signature in cursive script, reading "Janet Gaard".

JANET GAARD
Special Assistant Attorney General
Director, Legislative Affairs

For BILL LOCKYER
Attorney General

cc: Honorable Deborah Ortiz
Honorable Mike Machado

RESOLUTION NO. 93-17

=====

A RESOLUTION OF THE LODI CITY COUNCIL
APPROVING AN ADDENDUM TO AN AGREEMENT BETWEEN THE BOOSTERS OF BOYS
AND GIRLS SPORTS (BOBS) AND THE CITY OF LODI WHICH CLARIFIES THE
RELATIONSHIP BETWEEN PART-TIME BOBS EMPLOYEES AND THE CITY OF LODI

=====

RESOLVED, that the Lodi City Council hereby approves an addendum to the February 4, 1987 agreement between the Boosters of Boys and Girls Sports and the City of Lodi on file in the Office of the City Clerk, which addendum clarifies the relationship of part-time BOBS employees and the City of Lodi; and

FURTHER RESOLVED, the City Manager and City Clerk are hereby authorized to execute the addendum to agreement on behalf of the City.

Dated: January 20, 1993

=====

I hereby certify that Resolution No. 93-17 was passed and adopted by the Lodi City Council in a regular meeting held January 20, 1993 by the following vote:

Ayes: Council Members - Mann, Sieglock, Snider, Pennino
(Mayor)
Noes: Council Members - Davenport
Absent: Council Members - None


Jennifer Perrin
City Clerk

ADDENDUM TO AGREEMENT
(BOOSTERS OF BOYS AND GIRLS SPORTS (BOBS) AND CITY OF LODI)

=====

THIS ADDENDUM, entered into this 20th day of January, 1993, by and between the BOOSTERS OF BOYS AND GIRLS SPORTS (BOBS) and the CITY OF LODI, a municipal corporation ("City") shall be as follows:

WHEREAS, on February 4, 1987, the parties hereto entered into an agreement for the purpose of creating and defining a relationship under which the parties would cooperate on certain Parks and Recreation programs; and

WHEREAS, under the aforementioned agreement, BOBS has the right to operate food and beverage concessions at certain City facilities; and

WHEREAS, it now appears necessary and desirable to clearly delineate the status of and procedures for the hiring, dismissal and supervision of employees operating such concessions, NOW THEREFORE

W I T N E S S E T H:

That agreement entered into on February 4, 1987 between the parties hereto is amended by adding the following provisions:

1. All employees hired to staff the concessions at those City facilities where BOBS operates such concessions shall be deemed part-time employees of the City of Lodi. This shall not include BOBS volunteer coordinators.
2. Such employees shall have the same rights and privileges, and shall be subject to the same provisions as other City employees in matters of hiring, dismissal and promotion.


3. City shall issue all payroll checks for such part-time employees and shall thereafter be reimbursed by BOBS for the full amount of salaries and benefits paid, plus five percent (5%) of gross salary as an administrative fee. Such reimbursement shall be due and payable upon invoice.
4. All other terms and conditions of the agreement dated February 4, 1987 shall remain in full force and effect.

IT IS SO AGREED.

CITY OF LODI,
a municipal corporation

BOOSTERS OF BOYS AND GIRLS SPORTS
(BOBS)



THOMAS A. PETERSON
City Manager

By 
President

ATTEST:


JENNIFER M. PERRIN
City Clerk

Approved As To Form:


BOBBY W. McNATT
City Attorney

AGR8GC.2/TXTA.01V

AGREEMENT

THIS AGREEMENT entered into this 4th day of February, 1987, by and between CITY OF LODI, a Municipal Corporation, hereinafter called "CITY", and BOOSTERS OF BOYS/GIRLS SPORTS, hereinafter called "BOBS";

It is the purpose and intent of this Agreement to reduce to writing the working relationship that has in the past and will continue in the future to exist between CITY and BOBS in the conduct of the operation of the Lodi Recreation & Parks recreation program for the use and citizens of the City of Lodi.

CITY acknowledges and understands that BOBS is a non-profit corporation composed of volunteer citizens residing in the Lodi area. CITY further acknowledges that it is aware of the purposes set forth in Article I, Section 3, of the By-Laws of BOBS which purposes read, so far as pertinent here, as follows:

- A. To serve in an advisory and coordinating capacity to the Lodi Recreation and Parks Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations.
- B. To serve in mutual cooperation with the Lodi Recreation and Parks Department in promoting and encouraging participating in competitive athletics by youths from ages 6 through 18.
- C. To increase interest and support in competitive athletics by involving a great number of adults directly or indirectly as volunteers in athletics at all levels and various program areas.
- F. To assist the Lodi Recreation and Parks Department in financing various programs for youth by participating in fund-raising activities.
- G. To bring to youth a deeper realization of the importance of sportsmanship and fellowship through participation in athletics.

BOBS agrees to provide its members to CITY for the conduct of its various athletic programs throughout the year. All of said persons shall be considered volunteers and shall receive no compensation as such nor

shall BOBS be entitled to any compensation for the services to be performed by its members on behalf of CITY.

It is acknowledged and agreed that the Director of CITY'S Park & Recreation Department shall be the authorized person to assign and direct the members of BOBS in their participation of the sports and recreation program of CITY.

CITY agrees that while any of the members of BOBS are participating in the sports and recreation program of CITY pursuant to this Agreement, that member shall be indemnified and held harmless from any suit, claim or liability that may or might be filed against that member similar to the coverage provided to any other volunteer or employee of CITY.

CITY agrees to hold BOBS, its officers and directors free from any suit, action or claim for damage, up to a maximum of \$250,000.00, that may or might be filed by reason of injury to participants in CITY'S sports and recreation programs, which program may at that particular time be under the direction or supervision of a member of BOBS.

CITY does hereby grant to BOBS the exclusive right to operate the food and beverage concession at Salas Park, Kofu Park and at such other public places as may be permitted by the Director of CITY'S Parks and Recreation Department. BOBS does hereby agree that the net proceeds received from the sale of food, beverage and merchandise as said concession stands shall be used by them in carrying on the CITY'S recreational programs and shall make the funds available for disbursement upon the mutual agreement of BOBS and the Director of CITY'S Parks and Recreation Department.

BOBS agrees to maintain in full force during the time that they are operating said food concession stands, a liability insurance policy in the minimum sum of \$500,000.00 which shall name the City of Lodi as an additional insured and under which policy the insurer agrees to indemnify and hold the BOBS and City of Lodi harmless from and against all costs, expenses and liability arising out of or based upon any damages claimed by any person purchasing food from said concession stands. In addition to the additional named insured endorsement on BOBS'

policy of insurance, said insurance policy shall be endorsed to include the following language:

A duplicate or certificate of said insurance policy containing the above-stated required endorsements shall be delivered to the City Attorney after the issuance of said policy, with satisfactory evidence that the carrier is required to give the City of Lodi at least 30 days prior notice of the cancellation or reduction in coverage of the policy during the effective period of this Agreement. If there has been no such delivery within 48 hours prior to the expiration date of the policy, this Agreement shall be null and void.

CITY agrees that BOBS may conduct their business and have as its principal place of business such office facilities as may be furnished by CITY, free of charge to BOBS.

This Agreement may be terminated by either party upon the giving of a written 30 day notice to the other party.

IN WITNESS WHEREOF, the parties hereto have set their hands as of the day and year first hereinabove written.

ATTEST:

CITY OF LODI

Ann M. Birch
City Clerk

By *Fred W. Reid*
Mayor

Hereinabove called "CITY"

Approved as to Form

Ronald M. Stern
RONALD M. STERN
City Attorney

BOOSTERS OF BOYS AND
GIRLS SPORTS

By *Robert E. Trosch*
Pres.

Hereinabove called "BOBS"



Parks and Recreation Department
Creating community through people, parks & programs

October 22, 2003

Mr. and Mrs. Ron Bernasconi
3019 Oak Knoll Way
Lodi, California 95242

Subject: Request to Inspect and Copy Public Records Pursuant to the California Public Records Act

Dear Mr. and Mrs. Bernasconi:

After researching all files in my possession and pursuant to your request dated October 14, 2003, (Enclosed), I am submitting the following information and documents for your information:

1. **Item 1:** To the extent that you request a receipt of your check, a copy of your Check No. 1639 in the amount of \$25.00 received by Ms. Jessie Penick on February 10, 2003, at 12:15 p.m. is enclosed. As stated in the BOBS By-laws, copies of BOBS Membership Records are available to members only, and if the information is used for a purpose reasonably related to the person's interest as a member. To my knowledge, you are not a member of the BOBS.
2. **Item 2:** There is no documentation or evidence of communication between BOBS advisor, Tom Alexander, and any member of the BOBS Executive Committee or Membership Committee relative to the pending Bernasconi membership application.
3. **Item 3:** No such document exists.
4. **Item 4:** This request is a redundant one and was addressed in Item 1 above. Your check and completed application is enclosed as requested. Also included is a copy of a letter from BOBS Membership Chairman, Joe Ortiz, in which you were invited to a board panel interview on October 14, 2003, at 6:30 p.m. The purpose of the interview was to screen acceptable membership applicants as allowed for in the Bylaws. According to Mr. Ortiz, you did not respond to the letter nor did you attend the scheduled interview.
5. **Item 5:** Documents evidencing interviews with prospective BOBS members do not exist. A copy of BOBS Executive Board Meeting "minutes" dated May 14, 2003, reflects the appointment of Joe Ortiz to the Membership Committee as Membership Coordinator.
6. **Item 6:** Request must be submitted to the City Attorney's office or the City of Lodi Human Resources Department.
7. **Item 7:** Request must be submitted to the City Attorney's office or the City of Lodi Human Resources Department.

125 N. Stockton Street
Lodi, CA 95240

Website: www.lodi.gov
Email: prdept@lodi.gov

(209) 333-6742
FAX: (209) 333-0162

MR. AND MRS. RON BERNASCONI
OCTOBER 22, 2003
Page 2

8. **Item 8:** Recommendations regarding Blaine DeJong do not exist. Your request must be forwarded to the City Attorney's office or the City of Lodi Human Resources Department.
9. **Item 9:** I have produced the letter from BOBS regarding the results of the meeting. **Due Process**, as provided for in the Bylaws, allows for an appeal. The results of the appeal have also been produced for your records. No other documents exist in the City's possession or control.
10. **Item 10:** No such investigation has been conducted.
11. **Item 11:** Former BOBS board members, Tony Alegre, Tim Greenmyer and Joe Mariani have not been interviewed by the current Parks and Recreation Director, Tony Goehring.
12. **Item 12:** Book of minutes, proceedings, action of the Board, membership records and all BOBS related documentation are kept at the corporation's principal office, or such other place as the Board may direct. Your request should be submitted directly to the BOBS.
13. **Item 13:** No such investigation has been conducted and no documents exist.
14. **Item 14:** This request is also redundant in nature, as many of Items 1-15 are. I am providing such documentation, previously given me (Parks and Recreation Director, Tony Goehring) by you (the Bernasconi's).
15. **Item 15:** All such requested documentation has been provided in this packet.

The information and documents provided in this packet should satisfy your request. If you have any questions regarding this matter, please don't hesitate to call me.

Sincerely,



Tony C. Goehring
Parks and Recreation Director

TCG:tl

Enclosures

cc: Dixon Flynn
Randy Hays
Joanne Narloch

RON & YOLANDA BERNASCONI

Tuesday, October 14, 2003

Joe Ortiz, BOBS Chairman Ad Hoc Committee
Tony Goehring, Director of Lodi's Parks and Recreation Department
125 N. Stockton Street
Lodi, California 95240

SUBJECT: Request to Inspect and Copy Public Records Pursuant to the California Public Records Act

Dear Gentlemen:

We are in receipt of the undated letter from the BOBS' Chairman of a newly formed ad hoc committee to review membership applications to the BOBS, which was postmarked September 26, 2003. This letter refers to our "recent inquiry" however our application was submitted to a City employee (Ms. Jessie Penick) 246 days ago on February 10, 2003 as evidenced by the attached letter to Roger Baltz dated April 15, 2003.

Clearly, the BOBS are still having difficulty honestly and accurately characterizing the manner in which they administer Lodi Youth Sports programs on behalf of the City. Moreover, we believe such interviews have never been required to simply become an active member of the BOBS by making the minimum required donation.

Therefore, we are making a Public Records Request to public records in the custody or control of our City's Government and/or those to which the City has delegated the authority to administer Lodi Youth Sports Programs for the purpose of inspection and copying pursuant to the California Public Records Act (Government Code Section 6250 et seq.). The information that we wish to copy and inspect is as follows:

1. Any documents that evidence or relate to the receipt of our check by Ms. Jessie Penick on February 10, 2003 including but not limited to any and all membership documents, which are held in the Lodi Parks and Recreation Building at 125 N. Stockton Street, for the last three years.
2. Any documents that evidence any communication between the BOBS Advisor, Tom Alexander, and any member of the BOBS Executive Committee or the BOBS Ad Hoc Committee regarding our membership application to the BOBS by any City employee or BOBS since February 10, 2003.
3. Any documents that evidence or relate to the former or current Parks and Recreation Directors regarding the status of our application since it was submitted on February 10, 2003.
4. Any documents that evidence or relate to the custody and control of our check number 1639, which accompanied our membership application and was tendered to a City Employee on February 6, 2003. At this point, we also request the return of our check to establish whether or not it has been discarded or destroyed.
5. Any documents that evidence or relate to any documents that evidence any interviews of those who have applied to become BOBS members including but not limited to the formation of any ad hoc committees to screen potential members of the BOBS by making a donation within the last three years.
6. Any documents that evidence or relate to the disclosure or discovery by any City employee or volunteer of a criminal conviction(s) that disqualify a volunteer from supervisory or disciplinary authority over any minor during the last four years.
7. Any documents that evidence or relate to the failure of any B.O.B.S. Board Member, City employee or volunteer to comply with directives to cease coaching in response to the Department of Justice Fingerprint and Background Check required by the Public Resources Code § 5164 since the Department of Justice audit in March of 2001.
8. Any documents that evidence or relate to any finding conclusions or any recommendations by any City Employee or the Recreation Commissioner regarding the propriety of Mr. DeJong's past, present or future supervisory or disciplinary authority over any minor on public schools, parks and recreational facilities.

3019 Oak Knoll Way, Lodi California 95242

Request to Copy and Inspect Public Records Pursuant to California Public Records Act

Tuesday, October 14, 2003

Page 2 of 2

- Any documents that evidence or relate to the closed meeting regarding Michael Bernasconi's request for release that was held in the Lodi Parks and Recreation Building at 125 N. Stockton Street on May 22, 2002.
10. Any documents that evidence or relate to the current Parks and Recreation Director's efforts to investigate the filing of false minutes by a City employee(s) since our meeting with the Parks and Recreation Director on August 22, 2003.
11. Any documents that evidence or relate to the current Parks and Recreation Director's efforts to interview former BOBS Board members, Tony Alegre, Tim Greenmyer and Joe Mariani to establish whether or not the current BOBS President acted with malice towards those who participated in Lodi Youth Sports since our meeting with the current Parks and Recreation Director on August 22, 2003.
12. Any documents that evidence or relate to any efforts by the current Parks and Recreation Director to establish what individual employed by the City of Lodi asked the BOBS Directors to find a new location for the storage of their records since our meeting with the current Parks and Recreation Director on August 22, 2003.
13. Any documents that evidence or relate to any efforts by the current Parks and Recreation Director to establish whether or not City employees engaged in secret meetings which violated the Brown Act and the BOBS by laws since our meeting with the current Parks and Recreation Director on August 22, 2003.
14. Any documents that evidence or relate to any efforts by the current Parks and Recreation Director to establish whether or not Tom Alexander advised the BOBS Board that BOBS Counsel had a conflict of interest because Max Steinheimer represented Blaine DeJong as an individual since our meeting with the current Parks and Recreation Director on August 22, 2003.
15. Any documents that evidence or relate to or mention Ron, Yolanda or Michael Bernasconi, which have been provided to any current or former Parks and Recreation Director or are in the custody, control or stored at the Parks and Recreation building 125 N. Stockton Street.

[This request describes identifiable public records. We believe that there should be no documents in your custody, which are exempt from disclosure by an express provision of law. Pursuant to Government Code Section 6257, we ask that you make these public records promptly available for inspection and copying.

If any of the information we have requested is exempt from disclosure by an express provision of law, Government Code Section 6257 requires segregation of that material in order that the remainder of the information can be inspected as filed and copied.

If you determine that an express provision of law exempts any of the materials we have requested from disclosure, Government Code Section 6256 requires notification of the reasons for the determination not later than 10 days from your receipt of this request. Government Code Section 6256.2 prohibits the use of the 10-day period, or any provision of the Publish Records Act "to delay access for the purpose of inspecting public records."

Thank you for your timely attention to this request.

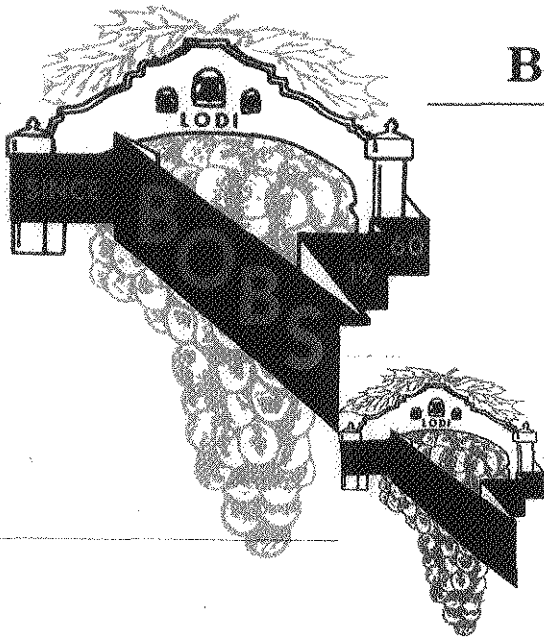
Sincerely,


Ron & Yolanda Bernasconi

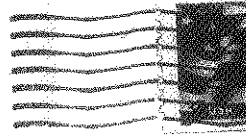


Boosters of Boys/Girls Sports Organization

Parks & Recreation Department: 125 N. Stockton Street / Lodi, California 95240
Telephone (209) 333-6742



**Boosters of Boys/Girls
Sports Organization**
125 North Stockton Street
Lodi, California 95240



Ron and Yolanda Bernasconi
3019 Oak Knoll Way
Lodi, Ca. 95242

Lodi Parks & Recreation Department
125 N. Stockton Street
Lodi, CA 95242

Mr. Ronald Bernasconi
Mrs. Yolanda Bernasconi,

Thank-you for your recent inquiry into becoming an active member of the Lodi BOBS Board. As chairman of the ad hoc committee for BOBS, I have reviewed your application and have scheduled a board panel interview for October 14th at 6:30pm at the Lodi Parks and Recreation Office. This will be an informal interview to screen acceptable applicants.

Please call me at 663-9582 or 333-8261 to discuss if this date/ time is convenient for you both.

Once again, thank you for your interest, and I look forward to our meeting.

Sincerely,
Mr. Joe Ortiz
BOBS Chairman Ad Hoc Committee

RECEIVED

FEB 10 2003

PARKS & RECREATION

JRP 12:15PM

*Jeannie Penick
received*

RONALD M. BERNASCONI 07-97
YOLANDA BERNASCONI
3019 OAK KNOLL WAY
LODI, CA 95242

90-103/1211
2330427806

1639

DATE 2/6/03

PAY TO THE
ORDER OF

BOBS

\$ 25.00

Twenty Five Dollars — 00/100 —

DOLLARS



Security Feature
Included
Details on Back

Bank of Stockton

LODI OFFICE
P.O. Box 759, 120 W. Walnut St., Lodi, CA 95241

MEMO

BOBS membership fee

Yolanda Bernasconi

⑆ 1 2 1 1 0 1 0 3 7 1 6 3 9 2 3 3 0 4 2 7 8 0 0 6

YES!

I WANT TO SUPPORT B.O.B.S.

Name *Yolanda + Ron Bernasconi*

Address *3019 Oak Knoll Way*

City *Lodi*

Zip *95242*

Phone *337-8005*

☒ Active Member \$25 ☐ \$50 ☐ \$100 ☐ \$250 ☐ Other \$

ALL DONATIONS ARE TAX DEDUCTIBLE

April 15, 2003

Mr. Roger Baltz
Parks and Recreation Director
City of Lodi
125 N. Stockton Street
Lodi, CA 95240

RE: BOBS' Member Application

Dear Roger:

Attached is a copy of my BOBS' Member application and check, which I turned into the Parks and Recreation office on February 10. Ms. Jessie Penick in your office received this and provided me with a copy, date and time stamped at my request. As of yesterday, my Bank advised this check has not been cashed.

Please establish what happened to my application and check after Ms. Penick accepted it. I am asking for your assistance in investigating the status since my check has not been cashed and we had heard our application for membership would be denied.

If the BOBS' organization has chosen to deny my application, please establish why and provide me with the reason in writing. Thank you for your attention to this matter.

Sincerely,



Yolanda Bernasconi
3019 Oak Knoll Way
Lodi, CA 95242

Copy: Micki Shultz, BOBS' Treasurer

January 8, 2003

Ladies and Gentlemen of the Board:

In the last election, this board put its stamp of approval on behavior that it would not tolerate from a coach. This would not have happened if the truth were made available to everyone. But, an atmosphere of half truths & secrecy still prevails.

I cannot in good conscience continue to serve under someone who has exhibited such poor judgment, lack of control, and outright malice. To do so would imply that I too condone such behavior. Therefore, I regret that I must submit my resignation.

I pray that the board will be able to reclaim its dignity and respect and once again turn its attention to the needs of our children.

Respectfully,

for the purpose

TIM GREENMYER

January 8, 2003

Fellow Board Members:

Joining the Board of Directors for the Booster of Boys and Girls Sports was an honor. When I joined, the views and direction of the board was moving and progressing in ways that were, what I had personally envisioned, to be beneficial to the kids of Lodi.

I believed that all kids would have an equal opportunity to play and learn from competition and teamwork and become more well rounded for their venture into adult life. Our children are the future here. We as the Board are supposed to be the lookout, or the Big Brother, to shelter the kids from problems that rise from the City and State financial woes so that the little money designated for these programs doesn't get taken away and programs cancelled. We have volunteered thousands of hours as Board members to keep this goal and idea alive, to *always* benefit the kids, and to keep the character of the B.O.B.S. organization in the utmost respect.

In the last year and a half, I have noticed a serious change in the attitude and the lack of respect for the program rules. These rules were set forth by the founding group in 1960. These rules have always been the foundation for the organization of the B.O.B.S. The founding group could in no way imagine the organization's growth and financial status that now is recognized statewide by many Parks and Recreations and cities.

A 25 member Board of Directors working with a budget of \$350,000 (\$100,000 of which is from fundraising) and overseeing volunteer staff including coaches with numbers reaching 500 and over 4,000 children yearly through our programs is no longer in comparison to a small town group helping to re-skin and old school diamond for a game. It has evolved into a non-profit organization whose budgets and operations liken to a corporation with investors. (Investors being the Parents).

We now fall under strict governing rules of a Non-profit Public Benefit Corporation and are always under the microscope of those who we are trying to help. We should be even more inclined to follow procedures and business ethics to insure that the public can rely on the good moral judgment of the Board to keep the organization in check.

I feel the Board's direction has veered from the track, which is to keep the name and integrity of the Booster of Boys and Girls sports clean and out of turmoil. This reckless abandonment of not being able to keep personal ambitions out of the decision making process to enhance the betterment of the kids and organization has left me no choice but to resign from the Board of Directors effective 01/08/03 due to irreconcilable differences regarding the direction and integrity of the BOBS organization.

Regretfully,



**RESTATED BYLAWS
OF
BOOSTERS OF BOYS/GIRLS SPORTS**

**A California Nonprofit Public Benefit Corporation
CO908721**

I. NAME

The name of this corporation is BOOSTERS OF BOYS/GIRLS SPORTS
(B.O.B.S.)

II. PRINCIPAL OFFICE

A. Principal Office. The principal office for the transaction of the activities, affairs and business of the corporation (hereinafter "principal office") is located at 125 North Stockton Street, Lodi, San Joaquin County, California. The Board of Directors (hereinafter "Board") may change the principal office. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section or this section may be amended to state the new location.

B. Other Offices. The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

III. PURPOSE AND LIMITATIONS

A. General Purposes. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. Specific Purposes.

1. To serve as an advisor to and coordinate with the Lodi Parks and Recreation Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations.

2. To serve in mutual cooperation with the Lodi Parks and Recreation Department in promoting and encouraging participation in competitive athletics by youths from ages 6 through 18.

3. To increase interest and support in competitive athletics by involving a great number of adults, directly or indirectly, as volunteers in athletics at all levels and various program areas.